Lance J.M. Steinhart, P.C.
Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

March 12, 2001

VIA OVERNIGHT DELIVERY

Florida Public Service Commission
Tariff Section
2540 Shumard Oak Blvd.
Gunter Bldg.
Tallahassee, Florida 32399
(850) 413-6000

010314-TI

Re: TALK VISUAL CORPORATION

Dear Sir/Madam:

Enclosed please find one original and six (6) copies of TALK VISUAL CORPORATION's Application for Authority to Provide Interexchange Telecommunications Service Within the State of Florida, along with an original and six (6) copies of TALK VISUAL CORPORATION's proposed tariff.

I also have enclosed a check in the amount of $250.00 payable to the Florida Public Service Commission to cover the cost of filing these documents.

Please return a stamped copy of the extra copy of this letter in the enclosed preaddressed prepaid envelope.

If you have any questions regarding the application or the tariff, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,

Lance J.M. Steinhart, Esq.
Attorney for TALK VISUAL CORPORATION

Enclosures
cc: Pedro Sanchez

Talk Visual Corporation
3550 Biscayne Blvd., Ste 704
Miami, FL 33137
(305) 572-0575

Citibank, F.S.B.
1790 Biscayne Blvd
Miami, FL 33132
1-800-374-9800

63-8655/2660

11705

Pay to the Order of

Feb 23, 2001

Exactly

Two Hundred Fifty and 0/100 Dollars****************************

$***250.00*

State of Florida Public Serv.
Attn: Consumer Affairs
2540 Shumard Oak Blvd.
Tallahasse, FL 32399

Memo.

⑈011705⑈ ⑆266086554⑆ 3200327269⑈

REFERENCE NO	DESCRIPTION	INVOICE DATE	INVOICE AMOUNT	DISCOUNT TAKEN	AMOUNT PAID
22301		2/23/01	250.00		250.00

CHECK DATE	CHECK NO	PAYEE	DISCOUNT TAKEN	CHECK AMOUNT
2/23/01	11705	State of Florida Public Serv.		$250.00

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

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

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

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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 Page 16).

- 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 company.

- If you have questions about completing the form, contact:

  Florida Public Service Commission
  Division of Regulatory Oversight
  Certification Section
  2540 Shumard Oak Blvd.
  Tallahassee, Florida 32399-0850
  (850) 413-6480

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

(x) **Original certificate** (new company).

( ) **Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

( ) **Approval of assignment of existing certificate:** Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

( ) **Approval of transfer of control:** Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

TALK VISUAL CORPORATION

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

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

3550 Biscayne Blvd. Suite 704

Miami Florida 33137

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

3550 Biscayne Blvd. Suite 704

Miami Florida 33137

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

(x) **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.

(x) **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.

(x) **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
(x) Foreign Corporation
( ) General Partnership
( ) Other ________________

( ) Corporation
( ) Foreign Partnership
( ) Limited Partnership

8. **<u>If individual,</u>** provide:

Name: Not Applicable
Title:
Address:
City/State/Zip:

Telephone No.: ______ **Fax No.:** ______
Internet E-Mail Address:
Internet Website Address:

9. **<u>If incorporated in Florida,</u>** provide proof of authority to operate in Florida:

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

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

   (a) **The Florida Secretary of State Corporate Registration number:**
   F00000000281

11. **<u>If using fictitious name-d/b/a,</u>** 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. **<u>If a limited liability partnership</u>**, provide proof of registration to operate in Florida:

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

13. **<u>If a partnership</u>**, 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. **<u>If a foreign limited partnership,</u>** provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) **The Florida registration number:**______________________________

15. Provide **<u>F.E.I. Number</u>** (if applicable): 95-4561156

16. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services?
(x) 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?

(x) Residential Customers (x) Business Customers
( ) PATs providers ( ) PATs station end-users
( ) Hotels & motels ( ) 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: Lance J.M. Steinhart

Title: Regulatory Counsel

Address: 6455 East Johns Crossing, Suite 285
City/State/Zip: Duluth, Georgia 30097

Telephone No.: (770) 232-9200 **Fax No.:** (770) 232-9208
Internet E-Mail Address: lsteinhart@telecomcounsel.com
Internet Website Address:____________________

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

Name: Pedro Sanchez

Title: Chief Technical Officer

Address: 3550 Biscayne Blvd. Suite 704
City/State/Zip: Miami Florida 33137

Telephone No.: (305) 572-0575 **Fax No.:** (305) 572-0576
Internet E-Mail Address: psanchez@talkvisual.com
Internet Website Address: www.talkvisual.com

(c) Complaints/Inquiries from customers:

Name: Lora Cunningham

Title: Client Relations Manager

Address: 3550 Biscayne Blvd. Suite 704
City/State/Zip: Miami Florida 33137

Telephone No.: (305) 572-0575 **Fax No.:** (305) 572-0576
Internet E-Mail Address: lcunningham@talkvisual.com
Internet Website Address: www.talkvisual.com

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

None

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

None

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

None

(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
___x_____ Method of access is FGD
___x_____ 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.___x____ **800 service (toll free)**

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

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

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

I.___x____ **Travel service**

_________ Method of access is 950
___x_____ 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

l. **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).

23. Submit the following:

A. **Managerial capability;** give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.
See Attached

B. **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.
Applicant will use the network services of its underlying carrier to provide services to customers in the State of Florida.

C. **Financial capability.**

The application **<u>should contain</u>** 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 <u>affirming that the financial statements are true and correct</u> and should include:

1. the balance sheet;

2. income statement; and

3. statement of retained earnings.

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

Further, the following (which 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.

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

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

THIS PAGE MUST BE COMPLETED AND SIGNED

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:

Clinton Harold Snyder

Print Name

Signature

Chief Financial Officer

Title

3/7/01

Date

(305) 572-0575

Telephone No.

(305) 572-0576

Fax No.

Address:

3550 Biscayne Boulevard Suite 704

Miami Florida 33137

FL IXC App

THIS PAGE MUST BE COMPLETED AND SIGNED

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:

Clinton Harold Snyder

Print Name

[signature]

Signature

Chief Financial Officer

Title

3/7/01

Date

(305) 572-0575

Telephone No.

(305) 572-0576

Fax No.

Address: 3550 Biscayne Boulevard Suite 704

Miami Florida 33137

FL IXC App

FORM PSC/CMU 31 (12/96)
Required by Commission Rule Nos. 25.24-470, 25-24.471, and 25-24.473, 25-24.480(2).

THIS PAGE MUST BE COMPLETED AND SIGNED

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:

Clinton Harold Snyder
Print Name

Cli J
Signature

Chief Financial Officer
Title

3/7/01
Date

(305) 572-0575
Telephone No.

(305) 572-0576
Fax No.

Address:
3550 Biscayne Boulevard Suite 704
Miami Florida 33137

FL IXC App

CURRENT FLORIDA INTRASTATE SERVICES

Applicant **has** (   ) or **has not** (x) 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:

Clinton Harold Snyder	Clin J
Print Name	**Signature**
Chief Financial Officer	3/7/01
Title	**Date**
(305) 572-0575	(305) 572-0576
Telephone No.	**Fax No.**

Address: 3550 Biscayne Boulevard Suite 704
Miami Florida 33137

CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT

FL IXC App

LIST OF ATTACHMENTS

PROPOSED TARIFF

FINANCIAL INFORMATION

MANAGEMENT INFORMATION

STATEMENT OF FINANCIAL CAPABILITY

PROPOSED TARIFF

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by TALK VISUAL CORPORATION ("Talk Visual"), with principal offices at 3550 Biscayne Blvd., Suite 704, Miami, Florida 33137. This tariff applies for telecommunications 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.

CHECK SHEET

The sheets 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 right-hand side of this sheet.

SHEET	REVISION
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
21	Original
22	Original
23	Original
24	Original
25	Original
26	Original
27	Original
28	Original
29	Original

* Original or Revised Sheet Included in the most recent tariff filing

TABLE OF CONTENTS

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

TARIFF FORMAT

A. Sheet Numbering: Sheet numbers appear in the upper right corner of the page. 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 pages 11 and 12 would be page 11.1.

B. Sheet Revision Numbers: Revision numbers also appear in the upper right corner of each sheet where applicable. These numbers are used to indicate the most current page version on file with the Commission. For example, 4th Revised Sheet 13 cancels 3rd Revised Sheet 13. Consult the Check Sheet for the sheets currently in effect.

C. Paragraph Numbering Sequence: There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

2.
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).I
2.1.1.A.1.(a).I.(i)
2.1.1.A.1.(a).I.(i).(1)

D. Check Sheets: When a tariff filing is made with the Commission, 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 Commission file.

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement from a local exchange telephone company or other common carrier, using either dedicated or switched access, which connects a Customer's location to the Company's location or switching center.

Authorization Code - A numerical code, one or more of which may be assigned to a Customer, to enable the Company to identify the origin of the Customer so it may rate and bill the call. Automatic number identification (ANI) is used as the authorization code wherever possible.

Commission - Used throughout this tariff to mean the Florida Public Service Commission.

Customer - The person, firm, corporation or other legal entity which orders the services of the Company or purchases a Company Prepaid Calling Card and/or originates prepaid calls using such cards, and is responsible for the payment of charges and for compliance with the Company's tariff regulations.

Company or Talk Visual - Used throughout this tariff to mean TALK VISUAL CORPORATION, a Florida Corporation.

Dedicated Access - The Customer gains entry to the Company's services by a direct path from the Customer's location to the Company's point of presence.

Holiday - New Year's Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day. Holidays shall be billed at the evening rate from 8 a.m. to 11 p.m. After 11 p.m., the lower night rate shall go into effect.

Prepaid Account - An inventory of Telecom Units purchased in advance by the Customer, and associated with one and only one Authorization Code as contained in a specific Prepaid Calling Card.

Prepaid Calling Card - A card issued by the Company, containing an Authorization Code which identifies a specific Prepaid Account of Telecom Units, which enables calls to be processed, account activity to be logged, and balances to be maintained, on a prepayment basis.

Resp. Org - Responsible Organization or entity identified by an 800 service Customer that manages and administers records in the 800 database and management system.

Switched Access - The Customer gains entry to the Company's services by a transmission line that is switched through the local exchange carrier to reach the Company's point of presence.

Telecom Unit - A measurement of telecommunications service equivalent to one minute of usage between any two points within the State of Florida.

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the services, the transmission of data, facsimile, signaling, metering, or other similar communications.

Underlying Carrier - The telecommunications carrier whose network facilities provide the technical capability and capacity necessary for the transmission and reception of Customer telecommunications traffic.

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

This tariff contains the regulations and rates applicable to intrastate interexchange telecommunications services provided by the Company for telecommunications between points within the State of Florida. Services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff in compliance with limitations set forth in the Commission's rules. The Company's services are provided on a statewide basis and are not intended to be limited geographically. The Company offers service to all those who desire to purchase service from the Company consistent with all of the provisions of this tariff. Customers interested in the Company's services shall file a service application with the Company which fully identifies the Customer, the services requested and other information requested by the Company. The Company may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the Customer, to allow connection of a Customer's location to a service provided by the Company. The Customer shall be responsible for all charges due for such service arrangement.

2.1.1 The services provided by the Company are not part of a joint undertaking with any other entity providing telecommunications channels, facilities, or services, but may involve the resale of the Message Toll Services (MTS) and Wide Area Telecommunications Services (WATS) of underlying common carriers subject to the jurisdiction of this Commission.

2.1.2 The rates and regulations contained in this tariff apply only to the services furnished by the Company and do not apply, unless otherwise specified, to the lines, facilities, or services provided by a local exchange telephone company or other common carriers for use in accessing the services of the Company.

2.1.3 The Company reserves the right to limit the length of communications, to discontinue furnishing services, or limit the use of service necessitated by conditions beyond its control, including, without limitation: lack of satellite or other transmission medium capacity; the revision, alteration or repricing of the Underlying Carrier's tariffed offerings; or when the use of service becomes or is in violation of the law or the provisions of this tariff.

2.2 <u>Use and Limitations of Services</u>

2.2.1 The Company's services may be used for any lawful purpose consistent with the transmission and switching parameters of the telecommunications facilities utilized in the provision of services, subject to any limitations set forth in this Section 2.2.

2.2.2 The use of the Company's services to make calls which might reasonably be expected to frighten, abuse, torment, or harass another or in such a way as to unreasonably interfere with use by others is prohibited.

2.2.3 The use of the Company's services without payment for service or attempting to avoid payment for service by fraudulent means or devices, schemes, false or invalid numbers, or false calling or credit cards is prohibited.

2.2.4 The Company's services are available for use twenty-four hours per day, seven days per week.

2.2.5 The Company does not transmit messages, but the services may be used for that purpose.

2.2.6 The Company's services may be denied for nonpayment of charges or for other violations of this tariff subject to Section 2.5.1 herein.

2.2.7 Customers shall not use the service provided under this tariff for any unlawful purpose.

2.2.8 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.

2.3 Liability of the Company

2.3.1 The Company shall not be liable for any claim, loss, expense or damage for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by an act of God, fire, war, civil disturbance, act of government, or due to any other causes beyond the Company's control.

2.3.2 The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim, loss, expense, or damage for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data or information transmitted.

2.3.3 No agent or employee of any other carrier or entity shall be deemed to be an agent or employee of the Company.

2.3.4 The Company's liability, resulting in whole or in part from or arising in connection with the furnishing of service under this tariff, including but not limited to mistakes, omissions, interruptions, delays, errors, or other defects shall not exceed an amount equal to the charges provided for under this tariff for the long distance call for the period during which the call was affected. No other liability in any event shall attach to the Company, except as ordered by the Commission.

2.3.5 The Company shall not be liable for and shall be indemnified and saved harmless by any Customer or by any other entity from any and all loss, claims, demands, suits, or other action or any liability whatsoever, whether suffered, made, instituted, or asserted by any Customer or any other entity for any personal injury to, or death of, any person or persons, and for any loss, damage, defacement or destruction of the premises of any Customer or any other entity or any other property whether owned or controlled by the Customer or others.

2.3.6 The Company shall not be liable for any indirect, special, incidental, or consequential damages under this tariff including, but not limited to, loss of revenue or profits, for any reason whatsoever, including the breakdown of facilities associated with the service, or for any mistakes, omissions, delays, errors, or defects in transmission occurring during the course of furnishing service.

2.3.7 The remedies set forth herein are exclusive and in lieu of all other warranties and remedies, whether express or implied, INCLUDING WITHOUT LIMITATION IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

2.4 Responsibilities of the Customer

2.4.1 The Customer is responsible for placing any necessary orders and complying with tariff regulations. The Customer is also responsible for the payment of charges for services provided under this tariff.

2.4.2 The Customer is responsible for charges incurred for special construction and/or special facilities which the Customer requests and which are ordered by the Company on the Customer's behalf.

2.4.3 If required for the provision of the Company's services, the Customer must provide any equipment space, supporting structure, conduit and electrical power without charge to the Company.

2.4.4 The Customer is responsible for arranging access to its premises at times mutually agreeable to the Company and the Customer when required for Company personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of the Company's services.

2.4.5 The Customer shall cause the temperature and relative humidity in the equipment space provided by Customer for the installation of the Company's equipment to be maintained within the range normally provided for the operation of microcomputers.

2.4.6 The Customer shall ensure that the equipment and/or system is properly interfaced with the Company's facilities or services, that the signals emitted into the Company's network are of the proper mode, bandwidth, power and signal level for the intended use of the subscriber and in compliance with criteria set forth in this tariff, and that the signals do not damage equipment, injure

Section 2.4.6 Continued

personnel, or degrade service to other Customers. If the Federal Communications Commission or some other appropriate certifying body certifies terminal equipment as being technically acceptable for direct electrical connection with the telephone network, the Company will permit such equipment to be connected with its channels without the use of protective interface devices. If the Customer fails to maintain the equipment and/or the system properly, with resulting imminent harm to Company equipment, personnel or the quality of service to other Customers, the Company may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, the Company may, upon written notice, terminate the Customer's service.

2.4.7 The Customer must pay the Company for replacement or repair of damage to the equipment or facilities of the Company caused by negligence or willful act of the Customer or others, by improper use of the services, or by use of equipment provided by Customer or others.

2.4.8 The Customer must pay for the loss through theft of any Company equipment installed at Customer's premises.

2.4.9 If the Company installs equipment at Customer's premises, the Customer shall be responsible for payment of any applicable installation charge.

2.4.10 The Customer must use the services offered in this tariff in a manner consistent with the terms of this tariff and the policies and regulations of all state, federal and local authorities having jurisdiction over the service.

2.5 Cancellation or Interruption of Services

2.5.1 Without incurring liability, upon five (5) working days' (defined as any day on which the company's business office is open and the U.S. Mail is delivered) written notice to the Customer, the Company may immediately discontinue services to a Customer or may withhold the provision of ordered or contracted services:

2.5.1.A For nonpayment of any sum due the Company for more than thirty (30) days after issuance of the bill for the amount due,

2.5.1.B For violation of any of the provisions of this tariff,

2.5.1.C For violation of any law, rule, regulation, policy of any governing authority having jurisdiction over the Company's services, or

2.5.1.D By reason of any order or decision of a court, public service commission or federal regulatory body or other governing authority prohibiting the Company from furnishing its services.

2.5.2 Without incurring liability, the Company may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and the Company's equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.

2.5.3 Service may be discontinued by the Company without notice to the Customer, by blocking traffic to certain counties, cities or NXX exchanges, or by blocking calls using certain Customer authorization codes, when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, assign a new authorization code to replace the one that has been deactivated.

2.5.4 The Customer may terminate service upon verbal or written notice for the Company's standard month to month contract. Customer will be liable for all usage on any of the Company's service offerings until the Customer actually leaves the service. Customers will continue to have Company usage and be responsible for payment until the Customer or its agent notifies its local exchange carrier and changes its long distance carrier.

2.6 Credit Allowance - Interruption of Service

2.6.1 Credit may be given for disputed calls, on a per call basis.

2.6.2 Credit shall not be issued for unavailability of long distance services.

2.6.3 The Customer shall be credited for an interruption of two hours or more at the rate of 1/720th of any monthly service charges for each hour or major fraction thereof that the interruption continues.

Credit Formula:

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

"A" - outage time in hours
"B" - monthly charge for affected activity

2.7 Deposit

The Company does not require deposits.

2.8 Advance Payments

The Company requires advance payments for recurring and non-recurring charges. This will be applied against the next month's charges, and if necessary, a new advance payment will be collected for the next month.

2.9 Payment and Billing

2.9.1 Service is provided and billed on a billing cycle basis, beginning on the date that service becomes effective. Billing is payable upon receipt.

2.9.2 The customer is responsible for payment of all charges for services furnished to the Customer, as well as to all persons using the Customer's codes, exchange lines, facilities, or equipment, with or without the knowledge or consent of the Customer. The security of the Customer's Authorization Codes, subscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, subscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer. Recurring charges and non-recurring charges are billed in advance. Charges based on actual usage during a month and any accrued interest will be billed monthly in arrears.

2.10 Collection Costs

In the event Company is required to initiate legal proceedings to collect any amounts due to Company for regulated services, or for the enforcement of any other provision of this tariff or applicable law, Customer shall, in addition to all amounts due, be liable to Company for all reasonable costs incurred by Company in such proceedings and enforcement actions, including reasonable attorneys' fees, collection agency fees or payments, and court costs. In any such proceeding, the amount of collection costs, including attorneys' fees, due to the Company, will be determined by the court.

2.11 Taxes

All federal, state and local taxes, assessments, surcharges, or fees, including sales taxes, use taxes, gross receipts taxes, and municipal utilities taxes, are billed as separate line items and are not included in the rates quoted herein.

2.12 Late Charge

A late fee will be charged on any past due balances as set forth in Section 4.10 of this tariff.

2.13 Returned Check Charge

A fee, as set forth in Section 4.6 of this tariff, will be charged whenever a check or draft presented for payment for service is not accepted by the institution on which it is written.

2.14 Location of Service

The Company will provide service to Customers within the State of Florida.

2.15 Sale of Telecommunications Services to Uncertified IXCs Prohibited

Customers reselling or rebilling the Company's telecommunications services must have a Certificate of Public Convenience and Necessity as an interexchange carrier from the Commission.

2.16 Reconnection Charge

A reconnection fee per occurrence as set forth in Section 4.12 of this tariff, will be charged when service is reestablished for Customers which have been disconnected due to non-payment. Payment of the reconnection fee and any other outstanding amounts will be due in full prior to reconnection of service

SECTION 3 - DESCRIPTION OF SERVICE

3.1 Computation of Charges

3.1.1 The total charge for each completed call may be a variable measured charge dependent on the duration, distance and time of day of the call. The total charge for each completed call may also be dependent only on the duration of the call, i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in increments as set forth in the Rates Section of this tariff. All calls are rounded up to the next whole increment.

3.1.2 Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call. The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers that are produced by Bell Communications Research in the NPA-NXX V&H Coordinates Tape and Bell's NECA Tariff No. 4.

Formula:

$$\sqrt{\frac{(V1-V2)^2 + (H1-H2)^2}{10}}$$

3.1.3 Timing begins when the called party answers 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 telephone company sends a signal to the switch or the software utilizing audio tone detection. Timing for each call ends when either party hangs up.

3.1.4 The Company will not bill for uncompleted calls.

3.2 Customer Complaints and/or Billing Disputes

Customer inquiries or complaints regarding service or accounting may be made in writing or by telephone to the Company at:

3550 Biscayne Blvd., Suite 704
Miami, Florida 33137
(877) 228-4336

3.2 Continued

Any objection to billed charges should be reported promptly to the Company or its billing agent. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. A Customer who is unable to resolve a billing dispute with the Company may contact the Commission by telephone at 1-800-342-3552 to intervene in the billing dispute.

3.3 Level of Service

A Customer can expect end to end network availability of not less than 99% at all times for all services.

3.4 Billing Entity Conditions

When billing functions on behalf of the Company or its intermediary are performed by local exchange telephone companies or others, the payment of charge conditions and regulations of such companies and any regulations imposed upon these companies by regulatory bodies having jurisdiction apply. The Company's name and toll-free telephone number will appear on the Customer's bill.

3.5 Service Offerings

3.5.1 1+ Dialing

This service permits Customers to originate calls via switched or dedicated access lines, and to terminate intrastate calls. The customer dials "1+" followed by "ten digits" or dials "101XXXX" followed by "1+ ten digits".

3.5.2 Travel Cards

The Customer utilizes an 11 digit "toll-free" access number established by the Company to access a terminal. Upon receiving a voice prompt, the Customer uses push button dialing to enter an identification code assigned by the Company, and the ten digit number of the called party.

3.5.3 800 Service (Toll-Free)

This service is inbound calling only where an 800, 888 or other toll-free prefix number rings into a Customer's premise routed to a specific telephone number or terminated over a dedicated facility.

3.5.4 Company Prepaid Calling Cards

This service permits use of Prepaid Calling Cards for placing long distance calls. Customers may purchase Company Prepaid Calling Cards at a variety of retail outlets or through other distribution channels. Company Prepaid Calling Cards are available at a variety of face values. Company Prepaid Calling Card service is accessed using the Company toll-free number printed on the card. The caller is prompted by an automated voice response system to enter his/her Authorization Code, and then to enter the terminating telephone number. The Company's processor tracks the call duration on a real time basis to determine the number of Telecom Units consumed. The total consumed Telecom Units and applicable taxes for each call are deducted from the remaining Telecom Unit balance on the Customer's Company Prepaid Calling Card.

All calls must be charged against Prepaid Calling Card that has a sufficient Telecom Unit balance. A Customer's call will be interrupted with an announcement when the balance is about to be depleted.

When the balance is depleted, the Customer can either call the toll-free number on the back of the Company Prepaid Calling Card and "recharge" the balance on the card using a nationally recognized credit card, or the Customer can throw the card away and purchase a new one. Calls in progress will be terminated by the Company if the balance on the Company Prepaid Calling Card is insufficient to continue the call.

Section 3.5.4 Continued

A card will expire on the date indicated on the card, or if no date is specified, 12 months from the date of first usage, or the date of last recharge, whichever is later. The Company will not refund unused balances.

A credit allowance for Company Prepaid Calling Card Service is applicable to calls that are interrupted due to poor transmission, one-way transmission, or involuntary disconnection of a call. To receive the proper credit, the Customer must notify the Company at the designated toll-free customer service number printed on the Company Prepaid Calling Card and furnish the called number, the trouble experienced (e.g. cut-off, noisy circuit, etc.), and the approximate time that the call was placed.

When a call charged to a Company Prepaid Calling Card is interrupted due to cut-off, one-way transmission, or poor transmission conditions, the Customer will receive a credit equivalent of one Telecom Unit.

Credit allowances for calls pursuant to the Company Prepaid Card Service do not apply for interruptions not reported promptly to the Company or interruptions that are due to the failure of power, equipment or systems not provided by the Company.

Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of the Company.

The Company will block all calls beginning with the NPA "900" and NXX "976" calls, therefore such calls can not be completed.

3.5.5 Directory Assistance.

Access to long distance directory assistance is obtained by dialing 1 + (area code) + 555-1212. When more than one number is requested in a single call, a charge will be applicable for each number requested, whether or not the number is listed or published.

3.5.6 Emergency Call Handling Procedures

Emergency "911" calls are not routed to company, but are completed through the local network at no charge.

3.5.7 Promotional Offerings

The Company may offer approved special promotions of new or existing services or products for limited time periods as approved by the Commission. These promotions will include specific tariffed starting and ending dates. All such promotions will be offered on a completely non-discriminatory basis. All such tariffed promotions must be approved by the Commission and must state exactly what charges are being reduced or waived, who is eligible, and what Customers have to do to be eligible.

SECTION 4 - RATES

4.1 1+ & 101XXXX Dialing

$0.15 per minute

A $4.95 per month per number service charge applies.
Billed in one minute increments

4.2 Travel Cards

$.199 per minute

A $.25 per call service charge applies.
Billed in one minute increments

4.3 800 Service (Toll Free)

$0.15 per minute

A $10.00 per month per number service charge applies.

Billed in one minute increments

4.4 Prepaid Calling Cards

$.499 Per Telecom Unit

$1.00 per call charge

4.5 Directory Assistance

$.95 per each number requested

4.6 Returned Check Charge

$25.00

4.7 Rate Periods and Billing Increments

	Monday - Friday	Sat.	Sun.
8 a.m. to 5 p.m.*	Daytime Rate Period		
5 p.m. to 11 p.m.*	Evening Rate Period		Evening Rate Period
11 p.m. to 8 a.m.*	Night/Weekend Rate Period		

* To, but not including

When a message spans more than one rate period, total charges for the minutes in each rate period are calculated and the results for each rate period are totaled to obtain the total message charge. If the calculation results in a fractional charge, the amount will be rounded down to the lower cent.

4.8 Rates Applicable for Hearing/Speech Impaired Persons

For intrastate toll messages which are communicated using a telecommunications device for the deaf (TDD) by properly certified business establishments or individuals equipped with TDDs for communications with hearing or speech impaired persons, the rates shall be evening rates for daytime calls and night rates for evening and night calls.
Intrastate toll calls received from the relay service, each local exchange and interexchange telecommunications company billing relay call will be discounted by 50 percent of the applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call will be discounted 60 percent off the applicable rate for voice nonrelay calls.

Florida Public Service Commission Rules and Regulations require the Company to provide the first 50 directory assistance calls initiated per billing cycle by handicapped persons free of charge.

4.9 Employee Concessions

The Company does not offer employee concessions.

4.10 Late Charge

1.5% monthly or the amount otherwise authorized by law, whichever is lower.

4.11 Payphone Dial Around Surcharge

A dial around surcharge of $.35 per call will be added to any completed INTRAstate toll access code and subscriber 800/888 type calls placed from a public or semi-public payphone.

4.12 Reconnection Charge

$25.00

FINANCIAL INFORMATION

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2000

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 0-28330

TALK VISUAL CORPORATION

(Exact name of registrant as specified in its charter)

Nevada	95-4561156
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3550 Biscayne Blvd. Ste 704 Miami, FL	33137
(Address of principal executive offices)	(Zip Code)

305-572-0575

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

There were 67,409,654 shares outstanding of the registrant's Common Stock, par value $.001 per share, as of November 10, 2000.

Transitional Small Business Disclosure Format (check one):

Yes No X

TALK VISUAL CORPORATION

INDEX

TALK VISUAL CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEET

	SEPTEMBER 30, 2000 (unaudited)	DECEMBER 31, 1999
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 485,766	$ 287,156
Accounts receivable, net of allowances	149,887	46,031
Inventory	147,168	25,853
Other receivables	555,575	530,319
Stock subscriptions receivable	-	1,908,790
Marketable securities	65,150	180,043
Other current assets	299,545	56,172
Total current assets	1,703,091	3,034,364
PROPERTY AND EQUIPMENT, net	11,966,995	11,477,805
ADVANCES TO RELATED ENTITIES	609,329	675,102
OTHER ASSETS	2,485,689	451,118
TOTAL	$16,765,104	$15,638,389

See notes to condensed consolidated financial statements.

TALK VISUAL CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEET
(continued)

	SEPTEMBER 30, 2000 (unaudited)	DECEMBER 31, 1999
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Notes payable and current portion of long-term debt	$ 290,493	$ 1,571,634
Accounts payable	917,721	918,780
Accrued expenses	175,394	248,824
Other current liabilities	86,959	52,828
Total current liabilities	1,470,567	2,792,066
LONG-TERM DEBT, net of current portion	5,397,026	5,372,001
TOTAL LIABILITIES	6,867,593	8,164,067
COMMITMENTS AND CONTINGENCIES	-	-
STOCKHOLDERS' EQUITY		
Series A convertible redeemable preferred stock - liquidation value $1 per share, par value $.001 per share, 25,000,000 shares authorized; 186,452 and 975,000 shares issued and outstanding	187	975
Common Stock, par value $.001 per share, 100,000,000 shares authorized; 64,202,416 and 32,060,977 shares issued and outstanding	64,202	32,061
Common stock subscribed	1,803	4,241
Additional paid in capital	22,175,577	16,409,119
Accumulated deficit	(10,677,074)	(7,221,561)
Accumulated other comprehensive loss	(803,430)	(688,537)
Stock subscriptions receivable	(863,757)	(1,061,976)
Total Stockholders' Equity	9,897,511	7,474,322
TOTAL	$16,765,104	$15,638,389

See notes to condensed consolidated financial statements.

TALK VISUAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	THREE MONTHS ENDED SEPT 30,		NINE MONTHS ENDED SEPT 30,	
	2000	1999	2000	1999
REVENUE				
Telecommunication services, software and product sales	$ 774,241	$ 1,569	$ 884,280	$ 16,829
Real estate revenue	324,581	272,500	954,430	802,869
Other income	8,762	-	8,762	-
Total revenue	1,107,584	274,068	1,847,472	819,697
COSTS AND EXPENSES				
Cost of equipment sales, telecommunication and retail operation expenses	1,193,095	144,435	1,669,780	147,639
Depreciation and amortization	130,941	83,497	315,953	182,155
Research & product development	-	24,903	10,000	143,227
Real estate operations	218,643	124,317	461,818	415,275
General & administrative	771,254	609,698	2,472,217	3,960,952
Total costs and expenses	2,313,933	986,850	4,929,768	4,849,248
LOSS FROM OPERATIONS	(1,206,349)	(712,782)	(3,082,296)	(4,029,551)
OTHER INCOME (EXPENSE)				
INTEREST EXPENSE	(172,460)	(165,850)	(496,346)	(489,546)
INTEREST INCOME	184	3	783	6,209
	(172,276)	(165,847)	(495,563)	(483,337)
LOSS BEFORE EXTRAORDINARY ITEM	(1,378,625)	(878,629)	(3,577,859)	(4,512,888)
EXTRAORDINARY ITEM - DEBT RESTRUCTURING	-	-	122,347	-
NET LOSS	(1,378,625)	(878,629)	(3,455,512)	(4,512,888)
DIVIDENDS ON PREFERRED STOCK	-	23,156	-	30,875
NET LOSS APPLICABLE TO COMMON SHARES	$(1,378,625)	$(901,785)	$(3,455,512)	$(4,543,763)
NET LOSS PER COMMON SHARE BASIC (1)				
BEFORE EXTRAORDINARY ITEM	($0.02)	($0.03)	($0.08)	($0.18)
EXTRAORDINARY ITEM	-	-	$0.00	-
	($0.02)	($0.03)	($0.08)	(0.18)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING DURING THE PERIOD	57,011,342	28,305,767	45,302,236	25,460,607

(1) The effect of common stock options and warrants is excluded from diluted earnings per share as its inclusion would be anti-dilutive for the three month and nine month periods ended September 30, 2000 and 1999.

See notes to condensed consolidated financial statements.

TALK VISUAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	NINE MONTHS ENDED SEPT 30,	
	2000	1999
Cash Flows From Operating Activities:		
Net Loss	$(3,455,512)	$(4,512,888)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	315,879	182,155
Amortization of product development costs	12,000	-
(Gain) loss on stock exchanged for debt	(122,347)	1,563
Issuance of common stock in exchange for services	150,799	2,251,387
Increase (decrease) in cash from changes in:		
Accounts receivable, net	(103,856)	63,037
Inventory	(121,315)	(8,739)
Other receivables	(25,256)	(25,973)
Other current assets	(243,373)	71,437
Accounts payable	(35,209)	789,047
Accrued expenses	(73,430)	95,097
Other current liabilities	34,131	21,539
Net Cash from Operating Activities	(3,667,489)	(1,072,337)
Cash Flows From Investing Activities:		
Purchase of property and equipment	(757,440)	(1,217,307)
Disposal of marketable securities	-	89,210
Advances - related parties	65,773	(83,535)
Acquisition of retail stores	(350,000)	-
Deposits and other	(93,754)	(868)
Net Cash from Investing Activities	(1,135,421)	(1,212,500)
Cash Flows from Financing Activities:		
Borrowings on debt	111,533	350,000
Payments on notes payable and long term debt	(549,537)	(275,624)
Proceeds from exercise of options on common stock	593,500	-
Collections on stock subscriptions receivable	1,921,290	1,900,000
Proceeds from private placements of common stock	3,045,000	-
Cash dividend payments	-	(30,875)
Other	(120,270)	20,390
Net Cash from Financing Activities	5,001,520	1,963,891
Increase (decrease) in cash and cash equivalents	198,610	(320,947)
Cash and cash equivalents at beginning of period	287,156	378,658
Cash and cash equivalents at end of period	$ 485,766	$ 57,711

See notes to condensed consolidated financial statements.

TALK VISUAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(continued)

	NINE MONTHS ENDED SEPT 30,	
Supplemental disclosure of cash flow information:	2000	1999
a. Cash paid during the period for:		
interest	$ 423,681	$ 441,041
income taxes	$ 5,970	$ 800

b. Noncash investing and financing transactions:
For the period ended September 30, 1999:

Purchase of Canadian real estate in exchange for 975,000 shares of convertible preferred stock and assumption of a mortgage in the amount of $987,755.

Issuance of 55,650 shares of common stock in satisfaction of notes payable in the amount of $129,009.

Issuance of 600,000 shares of common stock as a commission with respect to the acquisition of Videocall International Corp., total value of $2,250,000.

Cancellation of an advance payable in the amount of $30,000 in exchange for 7,500 shares of common stock.

Issuance of 19,841,400 shares of common stock pursuant to the merger of Videocall International Corp. with Talk Visual Corporation.

For the period ended September 30, 2000:

Conversion of the Convertible Discounted Loan Notes into 495,000 shares of common stock, previously issued, for the outstanding balance of the note in the amount of $386,100.

Cashless exercise of an Option to purchase 900,000 shares of common stock at $0.25 per share, at a market price of $3.875 for a total issue of 841,935 shares.

Exercise of Options to purchase 1,750,000 shares of common stock at $0.4375 per share in exchange for notes receivable in the amount of $765,625.

Issuance of 3,000,000 shares of common stock pursuant to a joint venture agreement with EnterTech Media Group for 3,333,333 shares of EnterTech Media common stock at a total value of $1,078,200.

Issuance of 1,066,718 shares of common stock under the terms of the acquisition of eleven retail stores in New York and New Jersey from Various Business Management Corporation at a total value of $550,000.

TALK VISUAL CORPORATION

NOTES TO FINANCIAL STATEMENTS

(1) General and Summary of Business and Significant Accounting Policies

Basis of presentation

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and the instructions to Form 10-QSB and Regulation S-B. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of only normal recurring accruals) considered necessary for a fair presentation of the Company's financial position at September 30, 2000, the results of operations for the nine months ended September 30, 2000 and September 30, 1999, and the cash flows for the nine months ended September 30, 2000 and September 30, 1999 are included. Operating results for the nine month period ended September 30, 2000 are not necessarily indicative of the results that may be expected for the year ending December 31, 2000.

The information contained in this Form 10-QSB should be read in conjunction with the audited financial statements as of December 31, 1999, filed as part of the Company's Annual Report on Form 10-KSB.

Prior Period Restatement

The Company, prior to February, 1999, was known as Legacy Software, Inc., a developer of educational entertainment software. In September of 1998, an agreement and plan of merger between Legacy Software, Inc. ("Legacy")and Videocall International Corp. ("Videocall") was announced, but didn't take effect until June of 1999. Videocall was a development stage company in the telecommunications industry. During the fourth quarter of 1998, key officers of Videocall were elected as directors and officers of Legacy, and effective at the end of December, the business activity of Legacy was changed to focus on the business activity of Videocall. Even though the stock-for-stock merger was approved by the stockholders of both companies in June of 1999, as a result of the common control and change of business activities, these financial statements, as reflected in the December 31, 1999 Form 10-KSB, report the combined operations of both companies as if the merger had occurred at December 31, 1998.

A summary of the adjusted amounts for the nine months ended September 30, 1999, in comparison to amounts reported on the September 30, 1999 Form 10-QSB is as follows:

	Reported on 9/30/99 Form 10-QSB	Restated
Total Revenue	$ 405,576	$ 819,697
Total Expenses	3,589,702	4,849,248
Loss From Operations	(3,184,126)	(4,029,551)
Net Loss Applicable to Common Shares	(3,389,872)	(4,543,763)
Net Loss per Common Share Basic and Diluted	($0.26)	($0.18)

(2) Financial Condition and Liquidity

Since inception, the Company has incurred significant net losses and expects to continue to incur losses through year end. The Company is dependent on revenues from the real estate operations, investor stock subscriptions, and short term and long term borrowings to supplement retail videocalling and telecommunication product sales for working capital needs, until the operating activities generate sufficient cash flow to fund the Company.

The Company collected $1,929,293 of its subscriptions receivable, $591,000 in option exercise payments, $3,045,000 in private placement funds and $446,900 due from the Chairman, during the nine months ended September 30, 2000. The Company is pursuing refinancing of the Sacramento property in the amount of $6,250,000 of first mortgage financing. This refinancing is anticipated to close during the first week of December, 2000. The property currently carries $4,500,000 of existing debt and has a value of $11,000,000 based on an independent appraisal. Additionally, the Chairman of the Company has made a guarantee to fund or obtain funding to meet the obligations and working capital needs of the Company not met by other funding sources. The Company also has a funding agreement by the preferred stockholders to purchase one dollar of common shares per preferred share converted to common shares after the first 3,348,500, for a total commitment of $13,365,881. At September 30, 2000, the preferred shareholders had contributed $3,045,000 toward that commitment. Finally, the Company signed a Common Stock Purchase Agreement with a private investor for an amount of up to $15 Million, on July 28, 2000, pursuant to an equity funding agreement. See the discussion below for more information. Based upon the current cash utilization rate and Management's plan for expansion and new products/joint ventures/acquisitions, the Chairman's funding obligation, the preferred shareholders' conversion commitment and the Common Stock Purchase Agreement under the equity offering, Management believes that there should be sufficient capital to meet the needs of the Company for a period exceeding the next twelve months.

On August 24, 2000, the Company signed a proposal from RCC Finance Group, Ltd., for a Master Lease Line in the amount of $1,000,000. Upon acceptance, the Company plans on utilizing this lease line to acquire switching and bridging equipment as part of the network buildout.

(3) Recent Sale of Equity Securities

The Company has issued and sold unregistered securities that have not been previously reported as set forth below. An underwriter was not utilized in any of these transactions. The recipients of securities in each transaction represented their intention to acquire the securities without a view to the distribution thereof. All the issued securities were restricted securities, under Rule 144, or Reg S regulations, and appropriate restrictive legends were affixed to the securities in each transaction.

The Company issued 2,896,371 shares of common stock under various private placement subscriptions pursuant to the agreement of the preferred shareholders to contribute $1.00 per converted common share received after the first 3,348,500 common shares. The shares were issued at prices ranging from $0.2774 to $0.5517 per share, based on the average closing price for the three days prior to the funding, at a twenty five percent discount. Included in the subscriptions, were 317,187 shares to the Chairman of the Company.

The Company issued 1,066,718 shares of common stock to Various Business Management Corporation as part of the acquisition of eleven New York and New Jersey retail stores on July 20, 2000. The issued shares were valued at $0.5156 per share, for a total of $550,000.

On August 28, 2000, the Company issued 1,750,000 shares of common stock upon the exercise of options, at $0.4375 per common share. The options were exercised by two officers of the Company.

On September 27, 2000, the Company issued 3,000,000 shares of common stock in exchange for 3,666,000 shares of common stock of EnterTech Media Group, Inc., pursuant to a joint venture agreement dated April 1, 2000. The transaction had a value of $1,078,000 or $0.3594 per Talk Visual common share.As a result of this stock exchange, the Company owns 20.3% of EnterTech Media Group, Inc.

On September 29, 2000, the Company issued 2,500 shares of common stock to an employee pursuant to an employment letter of agreement, at a price of $0.3594 per common share for a total value of $899.

At September 30, 2000, the Company had received $845,000 against various stock subscriptions for common stock at prices ranging from $0.3594 to $0.4336 per share. The Company is obligated to issue 1,962,957 shares under these stock subscriptions.

(4) Segment Information

The Company's reportable operating segments consist of real estate and telecommunication services. The summary of the operating segment information is as follows:

	Rental	Telecom	Total
September 30, 2000			
Net revenue	$ 954,430	$ 893,042	$1,847,472
Depreciation/amortization	182,372	133,507	315,879
Income (loss)before extraordinary item	(199,840)	(3,378,019)	(3,577,859)
Assets, net	10,964,029	5,801,075	16,765,104
September 30, 1999			
Net revenue	802,868	16,829	819,697
Depreciation/amortization	140,298	41,857	182,155
Loss	(255,329)	(4,257,559)	(4,512,888)
Assets, net	11,078,694	4,834,512	15,913,206

(5) Contingencies

The Company is involved in certain claims arising in the normal course of business. An estimate of the possible loss resulting from these matters cannot be made; however, the Company believes that the ultimate resolution of these matters will not have a material adverse effect on its financial position or results of operations.

(6) Subsequent Events

On July 28, 2000, the Company signed a Common Stock Purchase Agreement with a private equity investor pursuant to an equity line agreement. The private investor has committed to purchase up to $15 million of the Company's common stock, subject to the effectiveness of a Registration Statement to be filed with the Securities and Exchange Commission. The issuance of the common stock to be sold to the private investor under the Common Stock Purchase Agreement will not be registered under the Securities Act of 1933. However, the Company filed a Registration Statement on Form SB-2 covering the resale of the shares by the investor. On October 31, 2000, the Registration Statement became effective. Draws under the Common Stock Purchase Agreement may be in increments of up to $1.5 million. The Company has requested an initial draw in the amount of $700,000.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Except for historical information contained herein, the statements in this report (including without limitation, statements indicating that the Company "expects," "estimates," anticipates," or "believes" and all other statements concerning future financial results, product offerings, proposed acquisitions or combinations or other events that have not yet occurred) are forward-looking statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. Forward-looking statements involve known and unknown factors, risks and uncertainties which may cause the Company's actual results in future periods to differ materially from forecasted results. Forward looking statements are all based on current expectations, and the Company assumes no obligation to update this information.

BUSINESS AND ORGANIZATION

Talk Visual Corporation and its subsidiaries (collectively the "Company"), provides videocalling services through its wholly owned retail stores in the United States and joint venture partners in Europe, Israel, Canada, Asia and South America. Additionally, the Company sells telecommunications services and equipment through its retail outlets and over the internet. The Company sells through its national sales staff, retail and Web based outlets, its own privately labeled desktop video phone (model TV225), at a competitive price, along with providing a complete turnkey package for videocalling installation and call bridging services. The Company is currently moving forward with its transmission and network technology expansion, particularly in the area of bridging voice and video calls over the IP network. The Company, through its wholly owned subsidiaries, also owns and operates commercial properties located in Sacramento, California and Toronto, Canada.

PROPOSED ACQUISITIONS

On March 6, 2000, the Company signed a letter of intent to acquire 70% of YAK Communications (USA) Inc., parent company to YAK Communications Canada, Inc.("YAK"). The letter of intent was amended July 2, 2000, to acquire 51% to 60% of the outstanding common stock. YAK is a leading Dial-Around service provider in Canada, with annual revenues of $12 million (Cdn). YAK Communications (USA) Inc. is owned 32% by parties related to the Company. The Company has engaged an independent international consulting firm to render an opinion of valuation for this acquisition. The consideration is $.50 and four shares of Talk Visual common stock for each YAK share. YAK has 3,852,000 shares outstanding. The Company has also agreed to lend up to $5 million to YAK. This agreement was approved by the Board on October 4, 2000. It is anticipated that this acquisition will close in the fourth quarter of 2000.

On September 28, 2000, the Company issued a letter of intent to acquire Frederick Engineering, Inc., a R & D engineering, manufacturing and leading provider of PC-based data communications test and network products located in the Mid-Atlantic region. The terms of the acquisition call for a purchase price of $5,250,000, with $850,000 paid in cash at closing. The balance is to be paid for by a combination of installment notes and common stock.

On July 26, 2000, the Company issued a letter of intent to acquire the assets of a Canadian retail pager sales and service company. The offer was withdrawn based on Management's determination made as a result of due diligence inquiries.

GENERAL

The Company has embarked on an aggressive program to develop videocalling retail locations, joint venture partners and sales of the desktop videophone model TV225. At September 30, 2000, the Company employed 94 full and part-time employees in the telecommunications operations and nine full and part-time employees in the real estate operations.

The Company continues its deployment of wireline and wireless communication systems for carrying voice, data and videocalls over its network. Additionally, the Company has tested and began deploying the bridging of ISDN based videocalls over the internet and full motion, high quality videocalls entirely over the internet protocol. The Company's goal is to provide videocall technology over multiple platforms at reasonable costs and thus be able to deliver it to large segments of the population.

Expansion is planned through an aggressive program of acquisitions, opening new retail sites, forming joint ventures with other telecom providers, network buildout of equipment and telecom facilities and expanding the telecom product offerings in all physical and Internet retail sites.

During this reporting period and up to November 10, 2000, the Company has achieved the following:

- Signed an engagement letter with a major investment banking firm to act as its exclusive agent to provide up to $75,000,000 of financing through the placement of the Company's common stock. In connection with that engagement letter, the Company signed a Common Stock Purchase Agreement with a private equity investor. The private investor has committed to purchase up to $15 million of the Company's common stock, under the Registration Statement which became effective October 31, 2000. The Company has commenced its drawdown of those funds to finance its operating and expansion plans.

- Received $3,045,000 in private placement funds as part of the commitment made by the preferred shareholders to contribute funds on the conversion of the preferred shares into common shares.

- Successfully tested a global home and office entertainment service delivered through the Company's TV225 videophone. This service allows users to see and hear movies, international news, weather, live interactive entertainment and other content over ISDN lines. The Company has entered into an agreement with EnterTech Media Group, Inc. to deliver content through this medium. The service was successfully demonstrated at the Cannes Film Festival in May, 2000.

- Unveiled the Company's ISDN to IP/IP to ISDN commercial bridging service, with technology provided by RADvision. This service permits any ISDN videoconference unit to link to any IP or ISDN video-enabled system in the world.

- Pursuant to an asset purchase agreement, the Company took possession of eleven retail telephone call shops in the New York and New Jersey market areas. As a result of this acquisition and the Company's aggressive marketing campaign in existing retail locations, telecom product and service sales for the three months ended

September 30, 2000, totaled $774,241, compared to $1,569 for the same period in 1999.

- Signed an exclusive agreement with the Mexican telephone company, TelMex, to create an inter-operability relationship between all of the Company's locations in the United States and ninety one of TelMex's locations throughout Mexico. Traffic between the Company's retail stores and TelMex's locations has commenced during this reporting period.

- Signed a national product and service distribution agreement with VoiceStream™ and began a major sales campaign in the retail stores promoting the GSM wireless products.

- Opened or signed agreements to open, new video calling locations in the Dominican Republic, in conjunction with Codetel, Miami, Florida, as Company owned stores and Toronto, Canada, in conjunction with Quartet Services.

- Developed an exclusive Talk Visual wireless sales program for resale by 8,500 Postal Business Centers through an agreement with USXP. The rollout of this program is to occur in the fourth quarter of 2000.

- Executed an exclusive agreement to provide TV225 videophones to Global Tech Expos, a division of Sector Development, Inc. This agreement calls for the provisioning of up to 250 videophones along with other videoconferencing services and equipment, at job fairs held by Global Tech Expos for the next three years. Management anticipates substantial revenues from this agreement.

MATERIAL COMMITMENTS

On June 30, 2000, the Company signed a purchase agreement with NACT Telecommunications, Inc. for the World Access telecommunications switch with a list price of $324,145. The Company has paid $93,148 in deposits against this purchase.

RISK FACTORS

The Company has pursued, is currently pursuing and, in the future may pursue, new technologies and businesses internally and through acquisitions and combinations which involve significant risks. Any such acquisition or combination may involve, among other things, the issuance of equity securities, the payment of cash, the incurrence of contingent liabilities and the amortization of expenses related to goodwill and other intangible assets, and transaction costs, which have adversely affected, or may adversely affect, the Company's business, results of operations and financial condition. The Company's ability to integrate and organize any new businesses and/or products, whether internally developed or obtained by acquisition or combination, will likely require significant expansion of the Company's operations. There is no assurance that the Company will have or be able to obtain the necessary resources to satisfactorily effect such expansion, and the failure to do so could have a material adverse effect on the Company's business, financial condition and results of operations. In addition, future acquisitions and/or combinations by the Company involve risks of, among other things, entering markets or segments in which the Company has no or limited prior experience, the potential loss of key employees of the acquired company and/or difficulty, delay or failure in the integration of the operations, management, personnel and business of any such new business with the Company's business and operating and financial difficulties of any new or newly combined operations, any of which could have a materially adverse effect on the Company's business, financial condition and results of operations. Moreover, there can be no assurance that the anticipated benefits of any specific acquisition or of any internally developed new business segment or business combination will be realized.

RESULTS OF OPERATIONS

<u>For the three months ended September 30, 2000 compared to the three months ended September 30, 1999.</u>

Prior to August 24, 1999, the Company was considered a development stage company. On August 24, 1999, the Company became operational with the launch of its videocalling services. Additionally, during the fourth quarter of 1999 and continuing into the current year, the Company commenced selling other telecommunications services and equipment through its retail outlets and over the internet. Effective July 20, 2000, the Company took ownership of eleven retail stores in the New York and New Jersey market. These stores added substantial sales activities to the retail operations.The increase in sales of $772,672 for the three months ended September 30, 2000 in comparison to the three months ended September 30, 1999, reflected sales activities in the existing retail stores, the acquired retail stores and equipment sales of the TV225, which did not exist in the prior year.

Cost of equipment sales, telecommunication services and retail operation expenses totaled $1,193,095 for the three months ended September 30, 2000. This amount represents costs associated with the Company's eighteen wholly owned retail stores, cost of equipment sold and the beeperforabuck web sales activities.

There were no research and product development costs during the third quarter in 2000 as compared to an expense of $24,903 in the same period in 1999. During 1999, the Company was in the process of developing its world wide web based reservation system and other software and hardware needs of the videocalling operation. By the August, 1999 operational date, a substantial amount of the development work had been completed and accordingly expenses were minimal in the current year.

General and administrative expenses (which include marketing expenses) in the three month period ended September 30, 2000, were $161,556 higher than the expenses incurred during the same period ended September 30, 1999. This resulted from increased marketing activities and increased salary expense from staff expansion due to business activity expansion.

<u>For the nine months ended September 30, 2000 compared to the nine months ended September 30, 1999.</u>

Telecommunication services, software and product sales increased $867,451 for the nine months ended September 30, 2000 compared to the nine months ended September 30, 1999. As previously stated, effective July 20, 2000, the Company took ownership of eleven retail stores in the New York and New Jersey market. These stores added substantial sales activities to the retail operations. The increase in sales reflected sales activities in the existing retail stores, the acquired retail stores and equipment sales of the TV225, which was not a product the Company sold in the prior year.

Real estate revenue increased $151,561 for the comparative periods ended September 30, 2000 and 1999, as a result of higher occupancy at the Sacramento building and ownership for the full nine months in 2000 of the Canadian property compared to six months of ownership in 1999. Occupancy at the Sacramento property currently stands at 90%, compared to 71% in 1999.

Cost of equipment sales, telecommunication and retail operation expenses were $1,522,141 for the nine months ended September 30, 2000, compared to $147,639 for the nine months ended September 30, 1999. This increase reflects the operation of the Company's newly acquired retail locations, cost of equipment sold and the beeperforabuck web sales activities, which did not exist in 1999.

The increase of $133,798 of depreciation expense for the nine months ended September 30, 2000 in comparison to the same period ended September 30, 1999, represents capital assets acquired and put in service following the commencement of operations after August, 1999, improvements to the real estate in Sacramento, the New York/New Jersey store acquisition and equipment acquired as part of the network buildout.

General and administrative expenses incurred in the nine months ended September 30, 1999 totaled $3,960,952 and for the nine months ended September 30, 2000, totaled $2,472,217, for a decrease of $1,488,735. Consulting services paid for in 1999 that were not incurred in 2000 totaled $1,535,613. The majority of the 1999 consulting services were for assistance in financing, investor relations and public relations services and were paid for with common stock.

In connection with the acquisition of the Sacramento property, the Company incurred a short term non-interest bearing obligation of $1,000,000. The short term obligation to the seller of $1,000,000 was renegotiated and partially paid down on February 19, 1999. Under the renegotiated note, the Company paid an advance against leasehold improvements in the amount of $350,000 and a principal payment of $107,000, leaving a balance due of $893,000 on the renegotiated note, adjusted for certain offsets. On March 29, 2000, the holder of the note signed a settlement agreement in which it accepted a cash payment of $450,000 and 100,000 shares of common stock in full payment of this obligation. The net result of this transaction resulted in the recognition of a gain on debt forgiveness totaling $122,347. This is reported as an extraordinary item in the Condensed Consolidated Statements of Operations for the nine months ended September 30, 2000.

LIQUIDITY AND CAPITAL RESOURCES

The Company had $3,667,489 in cash outflows from operating activities for the nine months ended September 30, 2000, compared to cash outflows of $1,072,337 for the nine months ended September 30, 1999. This increase in outflows of $2,595,152 primarily resulted from the payment of accounts payable and the increases in inventory and accounts receivable over the balances carried at the end of the same period in 1999.

Cash used in investing activities for the nine months ended September 30, 2000, totaled $1,135,421, compared to $1,212,500, for the same period in 1999. The Company purchased less property and equipment during the first nine months of the current year compared to the same nine months in 1999, but invested $350,000 in cash in the New York/New Jersey store acquisition.

Net cash from financing activities increased in the nine months ended September 30, 2000, by $3,037,629, over the nine months ended September 30, 1999. This increase resulted from the receipt of option exercise proceeds, receipt of $3,045,000 of private placement proceeds offset by an increase in payments on long term debt over the amount paid in the same prior year period.

The Company collected $1,929,293 of its subscriptions receivable, $591,000 in option exercise payments, $3,045,000 in private placement funds and $446,900 due from the Chairman, during the nine months ended September 30, 2000. These receipts total $6,012,193. These funds were used to retire long term debt, purchase property, equipment, and inventory and consummate the acquisition of the eleven retail stores. The Company had an operating cash utilization (or "burn") rate of about $415,900 per month for the three months ended September 30, 2000. This compares to a burn rate of $308,700 for the prior six months ended June 30, 2000. The increase for the three months ended September 30, 2000, was due primarily to the integration of the eleven newly acquired stores, the hiring of telecom engineers for the network expansion and the expansion of the sales and marketing team to implement higher sales volume. The efforts of these expenditures are showing signs of paying off, and management anticipates reducing the increased burn rate significantly during the fourth quarter of 2000. The Company is pursuing refinancing of the Sacramento property in the amount of $6,250,000 of first mortgage financing. This refinancing is anticipated to close during the first week of December, 2000. The property currently carries $4,500,000 of existing debt and has a value of $11,000,000 based on an independent appraisal. The Company has entered into a placement agreement with an investment banking firm for a proposed offering of equity securities to provide capital to the Company in an amount of up to $75,000,000. In connection with the proposed offering, the Company signed a Common Stock Purchase Agreement with a private investor for an amount of up to $15 Million, on July 28, 2000. The registration statement in connection with the Common Stock Purchase Agreement became effective on October 31, 2000, and the Company has begun to draw funds under the agreement. The preferred shareholders have agreed to purchase one dollar of common stock for each share of common stock received on the conversion of the preferred to common after the first 3,348,500 shares for a total commitment of $13,365,881. As of September 30, 2000, there remains $10,348,791 due to the Company under this commitment. Based upon the current cash utilization rate and Management's plan for expansion and new products/joint ventures/acquisitions, the refinancing of the Sacramento property, the preferred shareholders' subscription commitment, and the equity financing agreement, Management believes that there should be sufficient capital to meet the needs of the Company for the short and long term growth of the Company.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is not currently involved in any litigation that is expected to have a material adverse effect on the Company's business or financial position. There can be no assurance, however, that third parties will not assert infringement or other claims against the Company in the future which, regardless of the outcome, could have an adverse impact on the Company as a result of defense costs, diversion of management resources and other factors.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The Company's annual meeting of stockholders was held on July 27, 2000. The directors elected at the meeting were:

	For	Withheld
Michael Cuzner-Charles	43,728,119	213,403
David B. Hurwitz	43,728,119	213,403

Eugene Rosov	43,728,119	213,403
Clinton H. Snyder	43,728,119	213,403
Alexander H. Walker, Jr.	43,728,119	213,403
Michael J. Zwebner	43,728,119	213,403

Approval of the amendment to the 1995 Stock Option Plan:

For	Against	Withheld
22,711,914	354,074	25,150

Ratification of the selection of Mayer Rispler & Company, P.C., as the Company's independent auditors for the fiscal year ending December 31, 2000:

For	Against	Withheld
43,818,364	53,333	32,975

The foregoing matters are described in detail in the Company's proxy statement dated July 20, 2000 for the 2000 Annual Meeting of Stockholders.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) The following exhibits are included herewith:

Exhibit 11 - Computation of Weighted Average Common Stock Shares Outstanding

Exhibit 27 - Financial Data Schedule

(b) The Company filed the following reports on Form 8-K during the quarter for which this form is filed:

Form 8-K dated August 3, 2000 reporting:

Item 2, Acquisition and Disposition of Assets -

Disclosure of the acquisition of eleven retail stores located in New York and New Jersey, for $350,000 in cash and the issuance of 1,066,718 shares of common stock, for a total value of $900,000.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 13, 2000 TALK VISUAL CORPORATION

/s/ CLINTON H. SNYDER

Clinton H. Snyder
Chief Financial Officer
(Duly Authorized Officer and Principal
Financial and Accounting Officer)

EXHIBIT 11

TALK VISUAL CORPORATION

COMPUTATION OF WEIGHTED AVERAGE COMMON STOCK SHARES OUTSTANDING

	Total Number of Shares	Three Months Ended Sept 30, 2000	Six Months Ended Sept 30, 2000
Outstanding shares as of January 1, 2000	32,060,977	32,060,977	32,060,977
Issuance of shares to former employee 01/14/00	10,000	10,000	9,524
Private placements on 01/31/00	1,979,284	1,979,284	1,761,780
Exercise of options on 01/31/00	150,000	150,000	133,516
Preferred stock exchange on 02/24/00	1,150,000	1,150,000	922,527
Exercise of options on 02/28/00	50,000	50,000	39,377
Preferred stock exchange on 03/03/00	2,000,000	2,000,000	1,545,788
Exercise of options on 03/14/00	450,000	450,000	329,670
Exercise of options on 03/16/00	450,000	450,000	326,374
Debt exchange on 03/23/00	100,000	100,000	69,963
Issue of common shares for services on 03/27/00	45,000	45,000	30,824
Private placements on 03/27/00	2,262,038	2,262,038	1,549,455
Preferred stock exchange on 04/18/00	2,170,590	2,170,590	1,311,895
Preferred stock exchange on 05/01/00	1,000,000	1,000,000	556,777
Preferred stock exchange on 05/30/00	1,348,202	1,348,202	607,432
Preferred stock exchange on 06/14/00	1,000,000	1,000,000	395,604
Issue of common shares for services on 06/29/00	157,250	157,250	53,569
Exercise of options on 06/29/00	841,935	841,935	286,813
Private placements on 06/29/00	3,412,968	3,412,968	1,162,659
Private placements on 07/17/00	1,707,433	1,391,929	469,075
Preferred stock exchange on 07/17/00	1,848,583	1,506,997	507,852
Preferred stock exchange on 07/24/00	2,000,000	1,478,261	498,168
Acquisition of stores on 07/20/00	1,066,718	834,823	281,332
Preferred stock exchange on 08/28/00	1,000,000	358,696	120,879
Exercise of options on 08/28/00	1,750,000	627,717	211,538
Private placements on 08/30/00	140,647	47,392	15,971
Private placements on 09/22/00	237,042	20,612	6,946
Equity issue with EnterTech Media 09/27/00	3,000,000	97,826	32,967
Private placements on 09/29/00	811,249	8,818	2,972
Issue of common shares for services on 09/29/00	2,500	27	9
Total Weighted Average Shares Outstanding	64,202,416	57,011,342	45,302,236
Net Loss before extraordinary item		$(1,378,625)	$(3,577,859)
Extraordinary item		-	122,347
Net Loss after extraordinary item		$(1,378,625)	$(3,455,512)
Net loss per common share before extraordinary item		$ (0.02)	$ (0.08)
Extraordinary item		-	0.00
Net Loss per common share (1)		$ (0.02)	$ (0.08)

(1) The effect of common stock options and warrants are excluded from diluted earnings per share as their inclusion would be anti-dilutive for the three month and nine month periods ending September 30, 2000.

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MANAGEMENT INFORMATION

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS

None

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS, COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

Certain biographical information concerning the Directors and executive officers of the Company as of March 31, 2000 is set forth below. Such information was furnished by them to the Company.

David B. Hurwitz

David B. Hurwitz - Age 36, has been a Director of the Company since November 6, 1998. Mr. Hurwitz is the President and Chief Executive Officer of US WATS, Inc. A senior executive and business development professional, Mr. Hurwitz has proven ability to build entrepreneurial-based businesses through strategic alliances, teaming relationships, creating cohesive organizational structures, and the professional development of their human resources. Mr. Hurwitz has over 12 years experience in the telecommunications industry, encompassing business development, general management, and strategic sales and marketing initiatives. Prior to joining Commonwealth Long Distance/RCN as Vice President of Sales & Marketing, where Mr. Hurwitz led a sales force of greater than 140 representatives and was a key element in the development and management of corporate sales and marketing strategies, Mr. Hurwitz was involved in several successful entrepreneurial start-up ventures, funded by Petrocelli Industries of NYC. As Executive Vice President & Chief Operating Officer of Internet Communications Services, Inc., Mr. Hurwitz was responsible for the development and operation of a prepaid "debit" long distance calling card service and validation processing service bureau, and as General Manager of FiberNet, Mr. Hurwitz was responsible for overseeing the sale and marketing of services associated with FiberNet's Upstate, and New York Metropolitan Area Networks. Mr. Hurwitz spearheaded the development of business relationships with the country's largest long distance carriers, and was responsible for product and service development, rate structures and operating policies and procedures. Prior to developing the business plan and negotiating funding for InterNet, Mr. Hurwitz participated in the due diligence and sale of FiberNet's Upstate, and Metropolitan New York Area markets to MFS. Mr. Hurwitz graduated with a BA in English and History from Hobart College in 1985. He completed Master's level course work in Telecommunications Management in 1988 and 1989 at the State University New York at Albany. While affiliated with Rochester Tel. Telecommunications Group, a division of Rochester Telephone (now Frontier) from 1985 until February of 1992, Mr. Hurwitz held numerous positions including: Account Executive, Regional Sales Manager and Director of the Mid-Atlantic and Central Regions.

Michael J. Zwebner

Michael Zwebner - Age 47, is the founder and has served as Chairman of Videocall International Corporation since February 1998. Mr. Zwebner has recently been appointed to the Board of a Canadian public firm. From 1974 to 1986, Mr. Zwebner founded and ran a travel and tourism company as well as a charter airline, specializing in the areas of air charter travel, wholesale ticketing and general business and tourist travel. From 1986 to 1990, Mr. Zwebner owned and operated several real estate companies as well as managed a chain of five family restaurants and related catering services in England. From 1991 to 1997 Mr. Zwebner founded and served as Vice-President of Cardcall International Holdings Inc. (USA) and Operating Manager of Cardcall (UK) Ltd. for which he designed and developed telecommunications and marketing concepts and organized the extensive prepaid phone card operations (Cardcall having been the largest such operation in both the UK and Canada). Mr. Zwebner also coordinated corporate finance activities for Cardcall. Mr. Zwebner has served as Chairman of the Board and a Director of the Company since September 1998. In February of 1997, Mr. Zwebner negotiated and secured the sale/merger of the Cardcall Group to DCI Telecommunications Inc., a publicly-held entity based in Connecticut, and was subsequently instrumental in the multi-million dollar sale of the UK distribution contract to SmarTalk Teleservices Inc. In addition, in February of 1988, Mr. Zwebner negotiated the creation of a multi-million dollar joint venture between Cardcaller Canada Inc. with Datawave Systems Inc. of Vancouver, Canada.

Eugene A. Rosov

Eugene Rosov - Age 51, has served as Director, President and Chief Executive Officer of Videocall International Corporation since June 1998. In 1967, Mr. Rosov started a national music educational and touring company, and in 1978 started the international chamber music association, Chamber Music America. Mr. Rosov served as acting Director of Marketing for the nation's largest public radio station, WNYC, from 1979 to 1980. In 1980 he was founder, president and CEO of Water Test Corporation, a national drinking water testing laboratory acquired by Household International in 1987. From 1988 to 1995 he was founder, president, CEO and Chairman of Innovative Telecom Corporation, the Nashua, New Hampshire telecommunications systems integrator and provider to five (of six) Regional Bell operating companies of prepaid telephone card technologies and customer service operations. From 1995-1998 Mr. Rosov acted as a consultant to various telecom companies. Mr. Rosov graduated from Harvard College in 1971 with a BA in General Studies. Mr. Rosov has served as Chief Executive Officer and a Director of the Company since November 1998 and September 1998, respectively.

Michael Cuzner-Charles

Michael Cuzner-Charles - Age 53, currently serves as a Director with the internet based firm Tango-Zebra. He formerly served as a director of Regal Brook Ltd. in Berkshire (UK), since 1995. He was finance director of Kingston Coatings, Courtaulds Plc from 1976 to 1979, and became a Director of the CJ Phoenix Group (Jewelers in Paris, London and Birmingham) in 1979 until 1982. For the international management consulting firm of Grant Thornton, Mr. Cuzner-Charles was senior manager from 1982 to 1984, and became senior manager of Corporate Finance for Touche Ross from 1984-1992. From 1992-1995 Mr. Cuzner-Charles served as a director of MBS Plc, a computer distribution company, and was Chief Executive Officer of Trade Intermediary Group Plc. He is a Fellow of the Institute of Chartered Accountants in England and Wales. Mr. Cuzner-Charles has served as a Director of the Company since September 1998.

Alexander H. Walker, Jr.

Mr. Walker - Age 73, has served as Director and General Counsel to Videocall International Corporation since July 1998. Since 1968 Mr. Walker has served as Chairman of the Board of the Nevada Agency and Trust Company in Reno, Nevada, a licensed and registered Trust Company and Transfer Agent in business since 1903. From 1944 to 1946 Mr. Walker served in the United States Army, rising to the rank of Captain, Infantry in the United States Army Reserve. He received his B.A. from Waynesburg College (1950) and his J.D. from the University of Pittsburgh School of Law in 1952. Since 1956, Mr. Walker has been a practicing attorney, with his practice including all phases of trial work, with a particular emphasis on corporate securities matters. From 1954 to 1955 he served first as Attorney Advisory, and then 1955-1956 as Attorney in Charge of the Salt Lake (UT) Branch for the United States Securities and Exchange Commission (SEC). From 1956 to date, he has maintained a private practice as an Attorney. Mr. Walker has served as a Director of the Company since September 1998.

Clinton H. Snyder

Clinton H. Snyder, CPA - Age 45, has held the position of Chief Financial Officer since November 6, 1998. From 1975 to 1982 he served as auditor and business consultant with the public accounting firm of Stegman & Associates. From 1982 to 1985 he served as Finance Officer for a multi-national construction products and real estate development firm in Baltimore, Md. From 1985 to 1990 he served as Executive Officer for Finance and Administration with North American Beauty Services, Inc., a wholesale and retail distributor of beauty products. From 1990 to 1992, he served as VP of Finance for Innovative Telecom Company, Inc., a telecommunications provider. From 1992 to 1998, he served as a business consultant, financial and tax strategist for companies throughout the New England area.

STATEMENT OF FINANCIAL CAPABILITY

TALK VISUAL CORPORATION has sufficient financial capability to provide the requested service in the State of Florida and has sufficient financial capability to maintain the requested service and to meet its lease or ownership obligations. In support of TALK VISUAL CORPORATION's stated financial capability, a copy of its Form 10-QSB for the quarterly period ended September 30, 2000 is attached to its application. TALK VISUAL CORPORATION intends to fund the provision of service through internally generated cash flow. TALK VISUAL CORPORATION also has the ability to borrow funds, if required, based upon its financial capabilities, to provide service in the State of Florida.