

**** 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**

010550-TI

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**

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).

1

DOCUMENT NUMBER - DATE

04947 APR 20 8

FPSC-RECORDS/REPORTING

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

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:

INTERtoll COMMUNICATIONS NETWORK CORP.

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

I. C. N.

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

220 MIRACLE Mile #216

CORAL Gables, FL 33134

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

SAME

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

Facilities-based carrier - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.

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

7. **Structure of organization;**

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

8. **If individual, provide:**

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

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

_____ 542518 _____

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

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

11. **If using fictitious name d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:**

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

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

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

13. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

14. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) The Florida registration number: _____

15. Provide F.E.I. Number (if applicable): _____

16. Provide the following (if applicable):

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

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

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

(c) How is this information provided?

17. Who will receive the bills for your service?

- Residential Customers 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: JORGE BICHARA

Title: _____

Address: 220 MIRACLE MILE #216

City/State/Zip: CORAL GABLES FL 33134

Telephone No.: 305-446-6014 Fax No.: 305-445-7787

Internet E-Mail Address: jorgeb@intertoll.net

Internet Website Address: intertoll.net

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

Name: Jorge Bichara

Title: _____

Address: 220 MIRACLE MILE #216

City/State/Zip: CORAL GABLES FL 33134

Telephone No.: 305-446-6014 Fax No.: 305-445-7787

Internet E-Mail Address: jorgeb@intertoll.net

Internet Website Address: intertoll.net

(c) Complaints/Inquiries from customers:

Name: Lesly Gonzalez

Title: CUSTOMER SERVICE

Address: 220 MIRACLE MILE #216

City/State/Zip: CORAL GABLES FL 33134

Telephone No.: 305-446-6014 Fax No.: 305-445-7787

Internet E-Mail Address: lesly@intertoll.net

Internet Website Address: intertoll.net

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

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

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

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

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

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

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.

- NA -

(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.

- NA -

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

a. _____ MTS with distance sensitive per minute rates

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

b. _____ MTS with route specific rates per minute

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

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

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

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

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

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

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

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

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

i. **Travel service**

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

j. **900 service**

k. **Operator services**

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

1. **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.

You will find it 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.

SPRINT will be handling the technical side of things. Their contract with us is attached.

C. **Financial capability.**

The application should contain the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

You will find these attached as well

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

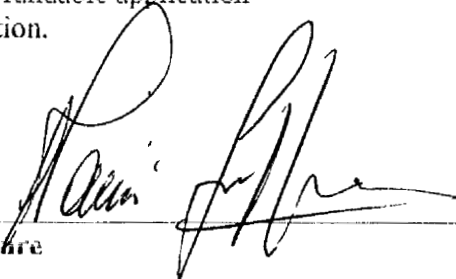
APPLICANT ACKNOWLEDGMENT STATEMENT

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:

MARIO SUFFERN

Print Name



Signature

PRESIDENT

Title

4-18-02

Date

305-446-6014

Telephone No.

305-445-7787

Fax No.

Address:

220 MIRACLE MILE # 216
CORAL GABLES, FL. 33134

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):

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

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

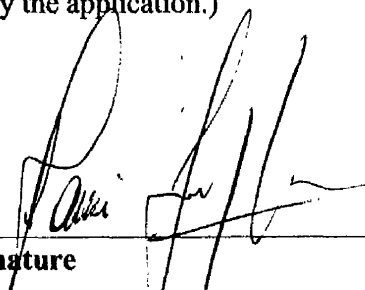
UTILITY OFFICIAL:

MARIO SUFFERN
Print Name

PRESIDENT
Title

305-446-6014
Telephone No.

220 MIRACLE MILE # 216
CORAL GABLES, FL. 33134
Address:


Signature

4-18-02
Date

305 445-7787
Fax No.

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 interexchange telecommunications service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

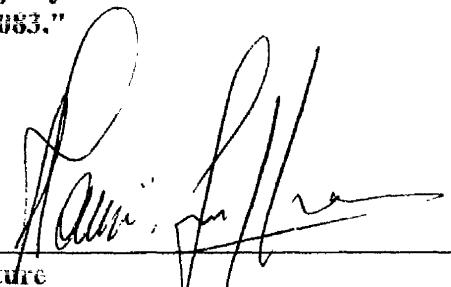
Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082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

UTILITY OFFICIAL:

MARIO SUFFERN
Print Name

PRESIDENT
Title

305-446-6014
Telephone No.


Signature

4-18-02
Date

305-445-7787
Fax No.

Address: 220 MIRACLE MILE # 216
CORAL GABLES, FL 33134

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:

MARIO SUFFERN
Print Name

PRESIDENT
Title

305-446-6014
Telephone No.

Address:

220 MIRACLE MILE # 216
CORAL GABLES, FL. 33134

[Signature]
Signature

4-18-02
Date

305-445-7787
Fax No.

CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) _____,

(Title) _____ of _____

(Name of Company)

and current holder of Florida Public Service Commission Certificate Number _____

_____, have reviewed this application and join in the petitioner's request for a:

() transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

MARIO SUFFERN

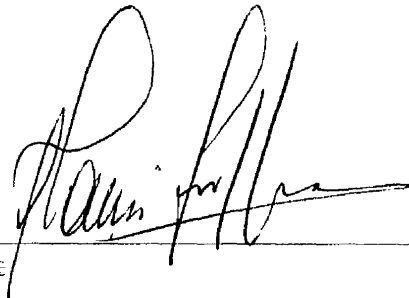
Print Name

PRESIDENT

Title

305-446-6014

Telephone No.



Signature

4-18-02

Date

305-445-7787

Fax No.

Address:

220 MIRACLE MILE # 216

CORAL BABLES, FL. 33134

Mario Suffern

I was born in Buenos Aires, Argentina the 7th of October, 1941.

**Finished Senior High School in Argentina.
Speaks fluent English , Spanish, and Portuguese.**

**Married during the last 23 years to Cristina Marrodan.
Has five children.**

I have founded and managed Intertoll Communications since 1991 to present.

Before I worked 12 years for Braniff International Airways and 3 years for Sheraton Hotels.

In the last decade I have been marketing and expanding the business of the company from Argentina, which is my place of residence, and have acquired experience and good knowledge of Latin American cultures.

My present project is to establish in Miami due to the changing market that forces me to concentrate all the efforts of the company in expanding our business among the latin communities located in South Florida, as well as Central America and Caribbean. This region has become the new target for my business and I find indispensable to stay at my main office to achieve this goal.

Intertoll Communications offers long distance calling from the USA, and a large variety of pre-paid calling cards for domestic and international destinations with around the clock support and customer service.

**INTERTOLL COMMUNICATION
NETWORK CORP.**

FINANCIAL STATEMENTS

March 31, 2000

LEAL & ROS
ACCOUNTING AND TAXES
220 MIRACLE MILE, SUITE 206
CORAL GABLES, FLORIDA 33134
TEL. (305) 444-9929

INTERTOLL COMMUNICATIONS NETWORK, CORP.

FINANCIAL STATEMENTS

March 31, 2000

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LEAL & ROS
ACCOUNTING AND TAXES
220 MIRACLE MILE, SUITE 206
CORAL GABLES, FLORIDA 33134
TEL. (305) 444-9929 FAX (305) 444-9181

ACCOUNTANTS' COMPILATION REPORT

**To the Board of Directors
Intertoll Communication Network, Corp.**

We have compiled the accompanying Statements of Assets, Liabilities and Stockholders, Equity of Intertoll Communication Network, Corp. as of March 31, 2000, and the related Statement of Revenues and Expenses, for the year then ended in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of the management of Intertoll Communication Network Corp.

A compilation is limited to presenting, in the form of financial statements and supplemental schedules, information that is the representation of management. We have not audited or review the accompanying financial statements and accordingly, do not express an opinion or any other form of assurance on them.

Management has elected to omit substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures were included in the financial statements they might influence the user's conclusions about the Company's financial position, and results of operations. Accordingly, these financial statements are not designed for those who are not informed about such matters.



May 15, 2000

07/21/00

INTERTOLL COMMUNICATION NETWORK CORP
Statements of Assets, Liabilities and Stockholders' Equity
As of March 31, 2000

	Mar 31, '00
ASSETS	
Current Assets	
Checking/Savings	
Cash - Merrill Lynch	21,902.33
Cash - NationsBank	3,890.78
Total Checking/Savings	25,793.11
Other Current Assets	
Due from Esta Bueno Corporation	16,316.00
Prepaid income taxes	3,200.00
Total Other Current Assets	19,516.00
Total Current Assets	45,309.11
Fixed Assets	
Equipment	218,646.79
Software	8,120.50
Accumulated depreciation	-201,913.00
Total Fixed Assets	24,854.29
TOTAL ASSETS	<u>70,163.40</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Payroll Liabilities	2,023.21
Total Other Current Liabilities	2,023.21
Total Current Liabilities	2,023.21
Total Liabilities	2,023.21
Equity	
Common Stock	500.00
Paid in Capital	100,000.00
Retained Earnings	44,677.84
Net Income	-77,037.65
Total Equity	68,140.19
TOTAL LIABILITIES & EQUITY	<u>70,163.40</u>

INTERTOLL COMMUNICATION NETWORK CORP

Statements of Revenues and Expenses

April 1999 through March 2000

Apr '99 - Mar '00

Ordinary Income/Expense	
Income	
Sales	1,210,695.50
Sales returns	-2,736.09
Total Income	1,207,959.41
Cost of Goods Sold	
Cost of Sales	
AT&T	233,540.45
Freight and courier	3,633.70
Inter Connect, Inc.	9,507.45
N A C T	7,598.79
Priority Paging, Inc.	21,836.04
Space Coast Communication	22,954.00
Sprint	615,210.53
U S West Communications	-1,410.15
Total Cost of Sales	912,870.81
Total COGS	912,870.81
Gross Profit	295,088.60
Expense	
Advertising	5,833.21
Automobile Expense	3,391.00
Bad Debt	6,000.00
Bank Service Charges	651.86
Billing service	4,415.61
Collection costs	120.00
Commissions	57,468.00
Computer supplies / maintenance	1,336.60
Contract Labor	7,800.00
Credit cards fees	45,371.19
Depreciation Expense	13,842.00
Dues and Subscriptions	260.00
Equipment Rental	249.00
Hosting	500.00
Insurance	
Health Insurance	6,267.04
Liability Insurance	1,763.00
Total Insurance	8,030.04
Interest Expense	0.11
Licenses and Permits	2,142.50
Management fee	8,023.22
Moving expenses	400.00
Office Supplies	5,449.96
Operating expenses	17,336.49
Parking	2,722.61
Payroll Expenses	7,736.69
Postage and Delivery	2,423.79
Printing and Reproduction	1,449.09
Professional Fees	
Accounting	6,000.00
Legal Fees	252.00
Total Professional Fees	6,252.00
Rent	14,023.02
Repairs	2,300.00
Salaries	89,130.70
Seminar	2,690.00

INTERTOLL COMMUNICATION NETWORK CORP
Statements of Revenues and Expenses
April 1999 through March 2000

07/21/00

	Apr '99 - Mar '00
Taxes	
Property	186.38
State	5.00
Total Taxes	191.38
Telephone	33,009.46
Telephone cards	2,201.50
Travel & Ent	
Airfare	7,297.96
Lodging	514.98
Meals	52.50
Travel	728.49
Total Travel & Ent	8,593.93
Total Expense	361,344.96
Net Ordinary Income	-66,256.36
Other Income/Expense	
Other Income	
Dividends	806.26
Equipment sale	-11,621.00
Interest Income	33.45
Total Other Income	-10,781.29
Net Other Income	-10,781.29
Net Income	<u><u>-77,037.65</u></u>

**INTERTOLL COMMUNICATION
NETWORK CORPORATION**

FINANCIAL STATEMENTS

December 31, 1999

LEAL & ROS
ACCOUNTING AND TAXES
220 MIRACLE MILE, SUITE 206
CORAL GABLES, FLORIDA 33134
TEL. (305) 444-9929

LEAL & ROS
ACCOUNTING AND TAXES
220 MIRACLE MILE, SUITE 206
CORAL GABLES, FLORIDA 33134
TEL. (305) 444-9929 FAX (305) 444-9181

ACCOUNTANTS' COMPILATION REPORT

To the Board of Directors
Intertoll Communication Network, Corp.
Miami, Florida

The Accompanying Statements of Assets, Liabilities and Stockholders' Equity of Intertoll Communication Network, Corp. as of December 31 1999, and the related Statements of Revenues, Expenses and Retained Earnings for the three months then ended have been compiled by us.

A compilation is limited to presenting in the form of financial statements, information that is the representation of management. We have not audited or review the accompanying financial statements and accordingly, do not express an opinion or any other form of assurance on them.

The preparer is not authorized under the laws of the State of Florida to attest as an expert in accountancy to the reliability or fairness of presentation of financial information or utilize any form of disclaimer of opinion which is intended or conventionally understood to convey an assurance of reliability as to matters not specifically disclaimed.

Leal & Ros

January 11, 2000

INTERTOLL COMMUNICATION NETWORK CORP
Statement of Assets, Liabilities and Retained Earnings
As of December 31, 1999

	<u>Dec 31, '99</u>
ASSETS	
Current Assets	
Checking/Savings	
Cash - Merrill Lynch	925.42
Cash - NationsBank	2,144.41
Total Checking/Savings	<u>3,069.83</u>
Other Current Assets	
Due from Esta Bueno Corporation	10,031.07
Prepaid income taxes	3,200.00
Total Other Current Assets	<u>13,231.07</u>
Total Current Assets	16,300.90
Fixed Assets	
Software	8,120.50
Equipment	216,980.79
Accumulated depreciation	<u>-209,340.00</u>
Total Fixed Assets	15,761.29
Other Assets	
Loan receivable	9,091.00
Total Other Assets	<u>9,091.00</u>
TOTAL ASSETS	<u>41,153.19</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Payroll Liabilities	1,917.92
Total Other Current Liabilities	<u>1,917.92</u>
Total Current Liabilities	<u>1,917.92</u>
Total Liabilities	1,917.92
Equity	
Common Stock	500.00
Paid in Capital	100,000.00
Retained Earnings	44,677.84
Net Income	<u>-105,942.57</u>
Total Equity	<u>39,235.27</u>
TOTAL LIABILITIES & EQUITY	<u>41,153.19</u>

01/11/00

INTERTOLL COMMUNICATION NETWORK CORP
Statement of Revenues and Expenses
 October through December 1999

	Oct - Dec '99	Apr - Dec '99
Ordinary Income/Expense		
Income		
Sales	279,947.30	939,725.68
Sales returns	-1,321.14	-2,058.77
Total Income	278,626.16	937,666.91
Cost of Goods Sold		
Inter Connect, Inc.	9,507.45	9,507.45
Cost of Sales		
AT&T	20,378.43	193,778.19
N A C T	0.00	7,598.79
Priority Paging, Inc.	10,786.18	17,652.48
Sprint	149,019.77	533,863.53
Freight	12.50	1,446.86
Others costs	0.00	0.00
U S West Communications	0.00	-1,410.15
Total Cost of Sales	180,196.88	752,929.70
Total COGS	189,704.33	762,437.15
Gross Profit	88,921.83	175,229.76
Expense		
Collection costs	60.00	60.00
Telephone cards	0.00	2,201.50
Moving expenses	0.00	400.00
Freight and courier	993.77	993.77
Salaries	22,590.70	66,810.70
Commissions	15,500.00	42,000.00
Credit cards fees	10,529.90	21,824.43
Advertising	453.00	6,449.27
Automobile Expense	0.00	300.00
Bank Service Charges	119.00	437.50
Billing service	983.99	3,479.34
Computer supplies / maintenance	0.00	1,336.60
Contract Labor	0.00	7,800.00
Depreciation Expense	7,000.00	21,000.00
Dues and Subscriptions	0.00	110.00
Equipment Rental	139.91	169.88
Hosting	300.00	500.00
Insurance		
Health Insurance	1,668.87	5,054.23
Liability Insurance	0.00	1,763.00
Total Insurance	1,668.87	6,817.23
Interest Expense	0.11	0.11
Licenses and Permits	375.00	2,107.50
Management fee	1,464.92	2,964.92
Office Supplies	1,504.40	4,026.81
Operating expenses	4,643.52	14,897.64
Parking	926.09	2,307.27
Payroll Expenses	1,728.35	5,882.51
Postage and Delivery	53.00	2,402.79
Printing and Reproduction	0.00	839.45
Professional Fees		
Accounting	1,500.00	4,500.00
Legal Fees	0.00	252.00
Total Professional Fees	1,500.00	4,752.00
Rent	3,439.95	9,436.42
Repairs	0.00	2,300.00
Taxes		
Property	186.38	186.38
Total Taxes	186.38	186.38
Telephone	2,594.45	27,717.19

01/11/00

INTERTOLL COMMUNICATION NETWORK CORP
Statement of Revenues and Expenses
October through December 1999

	<u>Oct - Dec '99</u>	<u>Apr - Dec '99</u>
Travel & Ent		
Airfare	0.00	6,086.41
Lodging	0.00	514.98
Meals	0.00	52.50
Travel	309.99	585.16
Total Travel & Ent	<u>309.99</u>	<u>7,239.05</u>
Uncategorized Expenses	0.00	0.00
Total Expense	<u>79,065.30</u>	<u>269,750.26</u>
Net Ordinary Income	9,856.53	-94,520.50
Other Income/Expense		
Other Income		
Dividends	433.68	434.48
Equipment sale	0.00	-11,890.00
Interest Income	0.00	33.45
Total Other Income	<u>433.68</u>	<u>-11,422.07</u>
Net Other Income	<u>433.68</u>	<u>-11,422.07</u>
Net Income	<u>10,290.21</u>	<u>-105,942.57</u>

INTERTOLL COMMUNICATION NETWORK CORPORATION

FINANCIAL STATEMENTS

MARCH 31, 1998

Leonor M. Leal, CPA
220 MIRACLE MILE, SUITE 206
CORAL GABLES, FLORIDA 33134
TEL. (305) 444-9929

INTERTOLL COMMUNICATION NETWORK CORPORATION

FINANCIAL STATEMENTS

MARCH 31, 1998.

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ACCOUNTANT'S COMPILATION REPORT

To the Board of Directors
Intertoll Communication Network Corporation
Miami, Florida

We have compiled the accompanying Balance Sheet of Intertoll Communication Network Corporation as of March 31, 1998., and the related Statement of Income , and accumulated deficit for the year then ended and the accompanying supplementary information contained in Schedule I, which is presented only for supplemental analysis purposes, in accordance with Statements on Standards for Accounting and Reviews Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of the management of Intertoll Communication Network Corporation.

A compilation is limited to presenting, in the form of financial statements and supplemental schedules, information that is the representation of management. We have not audited or review the accompanying financial statements and accordingly, do not express an opinion or any other form of assurance on them.

Management has elected to omit the statements of cash flows, and substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures and statements of cash flows were included in the financial statements they might influence the user's conclusions about the Company's financial position, results of operations and its cash flows. Accordingly, these financial statements are not designed for those who are not informed about such matters

June 24, 1998



INTERTOLL COMMUNICATION NETWORK CORPORATION
BALANCE SHEET

MARCH 31, 1998

ASSETS

CURRENT ASSETS

Cash in Bank	\$ 57,646
Accounts Receivable	327,625
Loan Receivable	12,870
Prepaid Taxes	6,860
Prepaid Expenses	<u>11,023</u>

TOTAL CURRENT ASSETS 416,024

PROPERTY AND EQUIPMENT

Furniture and Equipment	245,806
Less Accumulated Depreciation	<u>172,522</u>

TOTAL PROPERTY AND EQUIPMENT 73,284

TOTAL ASSETS \$ 489,308

See accompanying accountants' compilation report.

INTERTOLL COMMUNICATION NETWORK CORPORATION
BALANCE SHEET

MARCH 31, 1998

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Loan Payable	\$ 22,987
Accrued Expenses	447,496
Payroll Taxes Payable	<u>2,988</u>

TOTAL CURRENT LIABILITIES 473,471

STOCKHOLDERS' EQUITY

Common Stock	500
Paid in Capital	100,000
Accumulated deficit	<u>(84,663)</u>

TOTAL STOCKHOLDERS' EQUITY 15,837

TOTAL LIABILITIES AND
STOCKHOLDERS' EQUITY

\$ 489,308

See accompanying accountants' compilation report.

INTERTOLL COMMUNICATION NETWORK CORPORATION
INCOME STATEMENT AND ACCUMULATED DEFICIT

For the year ended March 31, 1998

SALES		\$ 3,696,164
COST OF SALES		<u>3,140,263</u>
GROSS PROFIT		555,901
SELLING COSTS		
Commission		41,951
Commission - officer		60,000
Advertising		10,266
Travel and Lodging		<u>17,091</u>
TOTAL SELLING COSTS		129,308
GENERAL AND ADMINISTRATIVE EXPENSES		<u>347,436</u>
NET INCOME FROM OPERATIONS		79,157
OTHER EXPENSES		
Recruiting		7,060
Severance paid		<u>43,060</u>
TOTAL OTHER EXPENSES		<u>50,120</u>
INCOME BEFORE PROVISION FOR INCOME TAXES		29,037
Provision for Income Taxes		<u>(5,600)</u>
INCOME BEFORE BENEFIT FOR INCOME TAXES		23,437
Benefits for utilization of net operating loss carry forward		<u>5,600</u>
NET INCOME		29,037
ACCUMULATED DEFICIT		
Beginning balance		<u>(113,700)</u>
Ending Balance		<u><u>\$ (84,663)</u></u>

See accompanying accountant's compilation report.

Supplemental Schedule I

General and Administrative Expenses

INTERTOLL COMMUNICATION NETWORK CORPORATION
SCHEDULE OF GENERAL AND ADMINISTRATIVE EXPENSES

For the year ended March 31, 1998

Salaries	\$	137,203
Credit cards fees		51,050
Depreciation		49,507
Auto		1,285
Billing service		6,845
Bank service charges		4,579
Computer supplies/maintenance		4,248
Contract labor		1,576
Credit cards service network		9,121
Equipment rental		1,402
Insurance		5,855
Licenses and Permits		773
Office Supplies		11,804
Operating expenses		2,948
Payroll taxes		12,854
Professional fees		8,414
Programmer		3,228
Parking		1,365
Rent		13,057
Repairs		2,292
Telephone		10,253
Travel and lodging		<u>7,777</u>

TOTAL GENERAL AND ADMINISTRATIVE EXPENSES \$ 347,436

See accompanying accountants compilation report.

**AMENDMENT TO
RESALE SOLUTIONS SWITCHED SERVICES AGREEMENT**

THIS AMENDMENT (the "Amendment") is made by SPRINT COMMUNICATIONS COMPANY L.P. ("Sprint") and INTERTOLL ("Customer"), to that certain Resale Solutions Switched Services Agreement which was executed on or about December 4, 1998 (the "Agreement"). Sprint and Customer are "Parties" hereto.

In consideration of the mutual promises contained herein, the Parties amend the Agreement as follows:

1. The following Attachments, or parts of an Attachment, are stricken from the Agreement in their entirety. Each Attachment, or part of an Attachment, so stricken shall be replaced as part of the Agreement with the attachment to this Amendment that bears the same title or heading.
 - Attachment C, pages C-3 and C-4 have been replaced in their entirety.
2. This Amendment shall become effective the first day of the second month following the month in which it is executed by Sprint.
3. All other terms and conditions of the Agreement shall remain in full force and effect.
4. Sprint's offer to amend the Agreement shall be withdrawn if this Amendment is not executed by both Parties within 45 days after March 27, 2001.

EXECUTED and made effective as provided herein.

INTERTOLL

SPRINT COMMUNICATIONS COMPANY L.P.

By: _____

By: _____

Title: _____

Art MacDowell
Vice President - Wholesale Services Group

Date: _____

Date: _____

SPRINT PROPRIETARY INFORMATION - RESTRICTED