



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5803

TEL (212) 548-9090

FAX (212) 758-8101

e-mail: dklein@tefile.com

August 20, 2001

VIA FEDERAL EXPRESS

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

Re: Telegenius, Inc.

Dear Sir or Madam:

Enclosed for filing and approval, please find one original and six (6) copies of Telegenius, Inc.'s application for a Certificate of Public Convenience and Necessity to Provide Resold Interexchange Telecommunications Services in the State of Florida. In addition, please find one bank check in the amount of Two Hundred Fifty Dollars (\$250.00) to cover filing costs.

At your earliest convenience, please date stamp the copy of this cover letter and return to me in the postage prepaid self-addressed envelope.

Should you have any questions or require additional information, please contact me at your convenience.

Sincerely,

Alice Rodriguez
Project Manager

Enc.

2112-11/45548

00045548,1

www.tefile.com

DOCUMENT NUMBER - DATE

10323 AUG 21 01

FPSC-COMMISSION CLERK

011127-TI

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to RAR with proof of deposit.

Initial of person who forwarded check:

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

011127-TI

Original certificate (new company).

Approval of transfer of existing certificate:

Example, a certificated company purchases an existing certificated company and desires to retain the authority of both certificates.

Approval of assignment of existing certificate:

Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.

Approval of transfer of control:

Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of Company: **Telegenius, Inc.**

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

4. Official mailing address (including street name & number, post office box, city, state, zip code): **2901 Ridgelake Drive, Suite 212, Metairie, LA 70002**

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

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

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

Operator Service Provider - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.

Reseller - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.

Switchless Reseller - 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 () Corporation
- () Foreign Corporation () Foreign Partnership
- () General Partnership () Limited Partnership
- () Other _____

8. If individual, provide:

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

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

A. The Florida Secretary of State Corporate Registration number:

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

A. The Florida Secretary of State Corporate Registration Number: **F01000002252**

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): 72-1484182

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.:

Internet E-Mail Address:

Internet Website Address:

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: **David O. Klein**

Title: **Representative of Telegenius, Inc.**

Address: **c/o Telecom Certification & Filing, Inc., 485 Madison Avenue, 15th Floor**

City/State/Zip: **New York, NY 10022-5803**

Telephone No.: **(212) 546-9090** Fax No.: **(212) 753-8101**

Internet E-Mail Address: **dklein@telfile.com**

Internet Website Address: **www.telfile.com**

B. Official point of contact for the ongoing operations of the company:

Name: **Ms. Kellie S. Webb**

Title: **President**

Address: **c/o Telegenius, Inc., 2901 Ridgelake Drive, Suite 212**

City/State/Zip: **Metairie, LA 700002**

Telephone No.: **(504) 831-5090** Fax No.: **(504) 838-6220**

Internet E-Mail Address: **kellie.webb@gpa.net**

Internet Website Address: **www.gpa.net**

C. Complaint/Inquiries from customers:

Name: **Ms. Kellie S. Webb**

Title: **President**

Address: **c/o Telegenius, Inc., 2901 Ridgelake Drive, Suite 212**

City/State/Zip: **Metairie, LA 700002**

Telephone No.: **(504) 831-5090** Fax No.: **(504) 838-6220**

Internet E-Mail Address: **kellie.webb@gpa.net**

Internet Website Address: **www.gpa.net**

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.

Alabama and New York.

C. is certificated to operate as an interexchange telecommunications company.

Colorado, Michigan, Oregon, Texas and Virginia.

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 \checkmark (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

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 in operation. Use the format required by Commission Rule 25-24.485 (example enclosed).

Attached as Exhibit 2.

23. Submit the following:

A. Financial capability.

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

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

1. The balance sheet;
2. Income statement; and
3. Statement of retained earnings.

Attached as Exhibit 3.

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 maintain the requested service.

Attached as Exhibit 4.

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

Attached as Exhibit 4.

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

Attached as Exhibit 4.

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

Attached as Exhibit 5.


- C. Technical capability; give resumes of employees/officers of the company that would indicate sufficient technical experience or indicate what company has been contracted to conduct technical maintenance.

Attached as Exhibit 5.

APPLICANT ACKNOWLEDGMENT STATEMENT

1. REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. GROSS RECEIPTS TAX: I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. SALES TAX: I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. APPLICATION FEE: I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:


Signature

4-2 _____, 2001
Date

President
Title

(504) 831-5090
Telephone No.

Address: **c/o Telegenius, Inc.**

(504) 838-6220
Fax No.

2901 Ridgelake Drive, Suite 212, Metairie, LA 70002

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:

Signature

Date

Title

Telephone No.

Address: _____

Fax No.

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:

Kelli S. Webb
Signature

4-2, 2001
Date

President
Title

(504) 831-5090
Telephone No.

Address: c/o Telegenius, Inc.

(504) 838-6220
Fax No.

2901 Ridgelake Drive, Suite 212, Metairie, LA 70002

CURRENT FLORIDA INTRASTATE SERVICES

Applicant **has** () or **has not** (✓) previously provided intrastate telecommunications in Florida.

If the answer is has fully describe the following:

- a) What services have been provided and when did these services begin?
- b) If the services are not currently offered, when were they discontinued?

UTILITY OFFICIAL:

Kelley S. Webb
Signature

4-2, 2001
Date

President
Title

(504) 831-5090
Telephone No.

Address: c/o Telegenius, Inc.

(504) 838-6220
Fax No.


2901 Ridgelake Drive, Suite 212, Metairie, LA 70002

AFFIDAVIT

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

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

UTILITY OFFICIAL:


Signature

4-2-01, 2001
Date

President
Title

(504) 831-5090
Telephone No.

Address: **c/o Telegenius, Inc.**

(504) 838-6220
Fax No.

2901 Ridgelake Drive, Suite 212, Metairie, LA 70002

EXHIBIT 1

8

UNITED STATES OF AMERICA
State of Louisiana



Jox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of the Articles of Organization and Initial Report of
TELEGENIUS, INC.

Domiciled at METAIRIE, LOUISIANA,

Was filed and recorded in this Office on April 18, 2001,

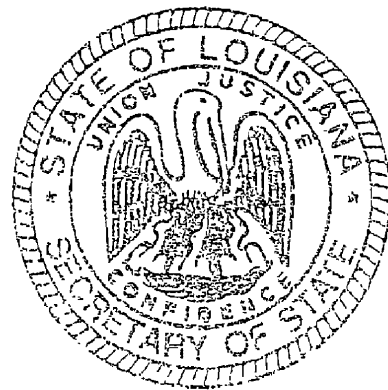
And all fees having been paid as required by law, the
limited liability company is authorized to transact business
in this State, subject to the restrictions imposed by law,
including the provisions of R.S. Title 12, Chapter 22.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

April 18, 2001

Jox McKeithen

TRO 35075378D
Secretary of State



ARTICLES OF INCORPORATION
OF
TELEGENIUS, INC.

UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF JEFFERSON

BE IT KNOWN that on this March 9, 2001 personally came and appeared, before me, the undersigned Notary Public, the subscriber(s) hereto, of the full age of majority, who declared to me, in the presence of the undersigned competent witnesses, that, availing themselves of the provisions of the Louisiana Business Corporations Law, they do hereby organize themselves, their successors and assigns, into a corporation pursuant of that law, under and in accordance with the following articles of incorporation:

ARTICLE I.

A. Corporate Name

The name of this corporation is: **TELEGENIUS, INC.**

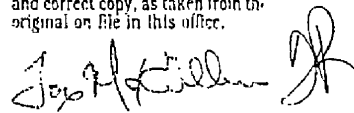
B. Incorporators

The names and addresses of the incorporator(s) are:

Kellie S. Webb
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

Lisa Wagnon
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

STATE OF LOUISIANA
Office of the Secretary of State
I hereby certify that this is a true
and correct copy, as taken from the
original on file in this office.


Fox McKeithen
Secretary of State

APR 18 '01

C. Registered Agent & Registered Office

The registered office of this corporation is

2901 Ridgelake Drive, Suite 212, Metairie, LA 70002

The registered agent is:

Malcolm B. Robinson, Jr., 3545 N. I-10 Service Road, Suite 106, Metairie, LA 70002

ARTICLE II.

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are stated and declared to be as follows:

To enter into any business lawful under the laws of the State of Louisiana, either for its own account, or for the account of others, as agent, and either as agent or principal, to enter upon or engage in any kind of business of any nature whatsoever in any other state of the United States of America, any foreign nation, and any territory of any country to the extent permitted by the laws of such other state, nation or territory.

ARTICLE III.

The duration of this corporation shall be in perpetuity.

ARTICLE IV.

Authorized Capital:

A. The total authorized capital stock of this corporation is 1000 SHARES, no par value.

B. Shareholders shall have pre-emptive rights. Fractional shares may be issued. No transfer of any of the shares of this Corporation shall be binding upon it unless a

transfer is made in accordance with the Articles of Incorporation and the By-laws of this Corporation and recorded in the books thereof.

C. The total authorized number of shares in this corporation shall be as follows:
1000 shares.

D. The capital stock of this Corporation may be reduced by purchase and/or redemption of said shares from the stockholders, or those shares that may, from time to time, be held as treasury stock, by a vote of a majority of the members of the Board of Directors of the Corporation. The consideration for such reduction and/or redemption shall be determined by a majority vote of the members of the Board of Directors. Such reduction and/or redemption may be made by the use of money or other property representing capital assets or borrowed money of the Corporation provided that after the reduction of the capital stock is duly effected, the actual value of the assets of the Corporation shall still exceed the amount of its debts and liabilities plus the amount of its capital stock so reduced.

E. Notwithstanding any other provisions of these articles, the Corporation may purchase its own shares out of surplus available for dividends with money or other property representing capital assets or borrowed money of the Corporation, at such price and consideration, and for such purpose as may be deemed fitting and appropriate by a vote of a majority of the members of the Board of Directors.

F. This corporation will not commence business until it has received the sum of \$1,000.00 for the initial issuance of its shares of stock.

ARTICLE V.

The stockholders hereby elect and wish to avail themselves of Section 1244 of the Internal Revenue Code.

ARTICLE VI.

Directors:

A. Unless and until otherwise provided in the by-laws, all of the corporate powers of this corporation shall be vested in and all of the business and affairs of this corporation shall be managed by, a board of not less than one (1), no more than five (5), directors. The number of directors may be increased or decreased within the limits above provided by a majority vote of the directors.

B. The board of directors shall have authority to make and alter by-laws, including the right to make and alter by-laws fixing their qualifications, classifications, or terms of office, or fixing or increasing their compensation, subject to the shareholders to change or repeal the by-laws so made.

C. The Board shall further have authority to exercise all such other powers and to do all such other lawful acts and things which this corporation or its shareholders might do, unless prohibited from doing so by the applicable laws, or by the articles of incorporation, or by the by-laws of the corporation.

D. The general annual meeting of the shareholders for the election of directors shall be held at the registered office of the corporation, unless and until otherwise provided in the by-laws, and shall take place on March 9, 2001 in each year, if that day is not a legal holiday; if that day is a legal holiday, the meeting will be held on the first business day thereafter, beginning one year from this date, or unless or otherwise

provided in the by-laws.

E. The Shareholders meetings shall be held and regulated by the provisions of the Business Corporation Law of the State of Louisiana

F. The number , classification, qualifications, terms of office. manner of election, time and place of meeting, whether within or outside the State of Louisiana, and the powers and duties of the directors, may be from time to time fixed, changed, increased, or reduced by the by-laws.

G. Until other wise provided in the by-laws, any directors absent from a meeting may be represented by any other person, whether or not he is a director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director, filed with the secretary.

ARTICLE VII.

Purchase and Redemption of Shares

The corporation may purchase or redeem its own shares in the manner and on the conditions permitted and provided with the Louisiana Business Corporations Law, or other applicable law, and as may be authorized by the Board of Directors. Shares so purchased shall be considered treasury shares, and may be re-issued and disposed of as authorized by law, or may be canceled and the capital stock reduced, as the Board of Directors may, from time to time, determine in accordance with law.

ARTICLE VIII.

Capital Surplus and Dividends

The board of directors shall have the power and authority with respect to capital, surplus and dividends, including allocation, increases, reduction,, utilization, distribution and payment, as is permitted and provided by the Louisiana Business Corporations Law, or other applicable law.

ARTICLE IX.

Amendments to Articles of Incorporation

Changes in the rights of holders of shares of stock of any class shall be made by a majority vote or written consent, of the shareholders given voting power by these articles; and in addition, by a majority vote or written consent, of the class or classes of shareholders affected, whether they are other wise entitled to vote or not.

Any other amendment for which a larger vote is not specifically made mandatory by the Louisiana Business Corporations Law, may be made upon the majority vote or written consent, of the shareholders entitled to vote under these articles, including an increase or reduction of capital stock.

ARTICLE X.

Sale and Other Transfers of Stock

A. No stock in this corporation shall be transferred unless the stock shall have been first offered for sale to the corporation, and, if the corporation shall fail or refuse to accept the offer, to each of the other shareholders of this corporation. The offeree shall have an option to purchase the stock to be transferred at the same price and on the same terms and conditions as the offeror shall have been offered by a third person at arm's length, acting in good faith. The offer shall be in writing and shall set forth the

price and terms on which the stock is offered. It shall be sent by registered mail to the President and Secretary of the corporation and to each stockholder at the address listed on the corporate books. The right to transfer stock shall not exist until the corporation and all existing shareholders either refuse in writing the offer so made, or waive the requirement of an offer in writing, or until they fail for a period of thirty (30) days after receipt of the written offer to accept it by compliance with the terms therein set forth. Regulations as to the formalities and procedures to be followed in effecting the transfer may be prescribed in the by-laws of the corporation.

B. Should the corporation be unable or unwilling for any reason to exercise its option as granted above, the option may be exercised by such stockholders as desire to exercise it, in the proportions in which these stockholders hold stock in the corporation.

C. After the expiration of the option period, no transfers at a price less than has been offered to the corporation and the other stockholders, or on terms or conditions varying from those stated in the letter notifying the corporation and the stockholders of a proposal to transfer, shall be valid, until the right shall have been offered to the corporation and the stockholders to purchase the stock proposed to be transferred at the precise price and on the precise terms and conditions which were offered to or by the stockholder who proposes to transfer his stock.

D. The stockholders in this corporation may make agreements, either in by-laws or by a shareholder agreement, between themselves relative to the purchase, among themselves, of the stock of this corporation, in the event of death, insanity, retirement or disability of any stockholder, and in the event of a transfer of his stock by donation to the stockholder's spouse and linear descendants. A copy of any such agreement shall be filed with the Secretary or Secretary-Treasurer of this corporation, and the provisions of any such agreement shall be binding upon the persons who are parties to it and their respective heirs, administrators, legatees, executors and assigns.

E. Except as to a transfer on death or a gift of the stock of a stockholder to his spouse or linear descendants (which shall be controlled if at all by the by-laws or by a shareholder agreement), no sale, mortgage, pledge, conveyance, transfer, seizure, donation, sale under legal process or attachment, or by virtue of any pledge or hypothecation, and no other disposal of stock of any nature whatsoever shall have any effect as related to the corporation or its stockholders, nor shall it be valid in any fashion until the option period provided above shall have expired.

ARTICLE XI

Indemnification of Members of Board of Directors

The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a director or officer of the corporation and/or by reason of his alleged acts or omissions as such officer or director at the time when any such claim or liability is asserted, and shall reimburse each such director and officer for all legal and other expenses reasonably incurred by him in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of

Directors whether or not he continues to be such director or officer at the time such expenses are incurred, provided, however, that no director or officer shall be indemnified against any claim or liability arising out of his own bad faith, reckless disregard of his duties, gross negligence or willful misconduct or shall be indemnified against or reimbursed for any expense incurred in defending any or all such claims or liability or in settling the same unless in the judgment of the directors of the corporation the director or officer against whom such claims or liability is asserted has not been guilty of bad faith, reckless disregard of his duties, gross negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law. Except as hereinabove limited, directors and officers shall be entitled to all protection that they can legally be afforded them any other rights to which they may be entitled as a matter of law.

ARTICLE XII

Reversions

Cash, property, or share dividends, shares issuable to Shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares, which are not claimed by the Shareholders entitled thereto within one year after the dividend or redemption price became payable or the shares became issuable, despite reasonable efforts by the Corporation to pay the dividend or redemption price or deliver the certificates for the shares to such Shareholders within such time, shall, at the expiration of such time, revert in full ownership to the Corporation, and the Corporation's obligation to pay such dividend or redemption price or issue such shares, as the case may be, shall thereupon cease.

THUS DONE AND PASSED, in my office in the Parish and State aforesaid, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:
Catherine Davenport

Kellie S. Webb
Kellie S. Webb

Jerry Carcabasis

Lisa Wagnon
Lisa Wagnon

Notary Public
NOTARY PUBLIC

INITIAL REPORT

STATE OF LOUISIANA
PARISH OF Articles Incorporation Data:DB File not open

To: Secretary of State
State of Louisiana
Corporations Division
State Capitol
Baton Rouge, Louisiana

Location and Post Office Address of the Corporation:

TELEGENIUS, INC.
2901 Ridgelake Drive, Suite 212, Metairie, LA 70002


Name and Address of Its Registered Agent:


Malcolm B. Robinson, Jr.
3545 N. I-10 Service Road
Suite 106
Metairie, LA 70002

Name and Address of the First Director(s):

Kellie S. Webb
Lisa Wagnon

Dated at Gretna, Louisiana, this March 9, 2001


Kellie S. Webb


Lisa Wagnon

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT

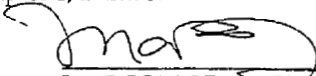
To: Secretary of State
Corporations Department
State of Louisiana

STATE OF LOUISIANA
PARISH OF JEFFERSON

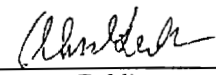
On this March 9, 2001, personally came and appeared

MALCOLM B. ROBINSON, JR.,

who is known to me, and who, being duly sworn, acknowledged to me that he/she does hereby accept appointment as the Registered Agent of TELEGENIUS, INC. which is a Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapter 1, 2 and 3.


MALCOLM B. ROBINSON, JR.

SWORN TO AND SUBSCRIBED
before me, Notary, on the day, month
and year first above set forth.



Notary Public

State of Florida



Department of State

I certify the attached is a true and correct copy of the application by TELEGENIUS, INC., a Louisiana corporation, authorized to transact business within the State of Florida on April 27, 2001 as shown by the records of this office.

The document number of this corporation is F01000002252.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-seventh day of April, 2001



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

FILED
APR 27 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

4. MARCH 9, 2001 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 2901 RIDGELAKE DRIVE, SUITE 212
METAIRIE, LA 70002
(Current mailing address)

8. TO PROVIDE TELECOMMUNICATIONS SERVICES IN THE STATE OF FLORIDA.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 526 East Park Avenue

Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc.
Ed Ward - Asst. Secretary
(Registered agent's signature)

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

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

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: KELLIE S. WEBB

Address: 2901 RIDGELAKE DRIVE, SUITE 212

METAIRIE, LA 70002

Director: LISA A. WAGNON

Address: 2901 RIDGELAKE DRIVE, SUITE 212

METAIRIE, LA 70002

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

President: KELLIE S. WEBB

Address: 2901 RIDGELAKE DRIVE, SUITE 212

METAIRIE, LA 70002

Vice President: _____

Address: _____

Secretary: LISA A. WAGNON


Address: 2901 RIDGELAKE DRIVE, SUITE 212

METAIRIE, LA 70002

Treasurer: _____

Address: _____

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

13.  _____

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

14. KELLIE S. WEBB, PRESIDENT

(Typed or printed name and capacity of person signing application)

FILED
01 APR 27 PM 1:49
SEALING OFFICE
TALLAHASSEE, FLORIDA

UNITED STATES OF AMERICA
State of Louisiana



Jox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

TELEGENIUS, INC.

A LOUISIANA corporation domiciled at METAIRIE,

Filed charter and qualified to do business in this State on April 18, 2001,

I further certify that the records of this Office indicate the corporation has paid all fees due the Secretary of State, and so far as the Office of the Secretary of State is concerned is in good standing and is authorized to do business in this State.

I further certify that this Certificate is not intended to reflect the financial condition of this corporation and since this information is not available from the records of this Office.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

April 25, 2001

Jox McKeithen

ABA 35075378D

Secretary of State



FILED
APR 27 1:49 PM
STATE OF FLORIDA
TALLAHASSEE

FILED
APR 27 01 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT 2

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by Telegenius, Inc. with principal offices at 2901 Ridgelake Drive, Suite 212, Metairie, LA 70002. This tariff applies for services furnished within the State of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued: August 21, 2001
Issued By:

Effective: _____

Ms. Kellie S. Webb, President
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

CHECK SHEET

Sheet 1 through 18 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this sheet.

<u>SHEET</u>	<u>REVISION</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original

Issued: August 21, 2001
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Ms. Kellie S. Webb, President
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

TABLE OF CONTENTS

Title Page 1

Check Sheet 2

Table of Contents 3

Symbols 4

Tariff Format 5

Section 1 -- Technical Terms and Abbreviations 6

Section 2 -- Rules and Regulations 8

Section 3 -- Description of Service 13

Section 4 -- Rates 16

Issued: August 21, 2001

Effective: _____

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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

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TARIFF FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.

- B. **Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the FLA PSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FLA PSC follows in their tariff approval process, the most current sheet number on file with the FLA PSC is not always the tariff sheet in effect. Consult the Check Sheet for the sheet currently in effect.

- C. **Paragraph Number Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
 - 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a).
 - 2.1.1.A.1.(a).1.
 - 2.1.1.A.1.(a).1.(i).
 - 2.1.1.A.1.(a).1.(i).(1).

- D. **Check Sheets** - When a tariff filing is made with the FLA PSC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the FLA PSC.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to a Telegenius, Inc. network switching center.

Authorization Code - A numerical code, one or more of which are available to a customer to enable the customer to access the carrier, and which are used by the carrier both to prevent unauthorized access to its facilities and to identify the customer for billing purposes.

Calling Card - A card issued by the Company, the customer's Local Exchange Company, authorized vendor, or other common carrier which allows the customer to make telephone calls and bill calls to the Calling Card by entering a PIN.

Card Number - A multi-digit identifying number which may be printed on each Prepaid Calling Card or Calling Card, which may also be referred to in this tariff as a PIN.

Company or Carrier - Telegenius, Inc.

Credit Card Charges - Prepaid Calling Card purchases, renewals, and other charges that may be billed to Major Credit Cards.

Customer - The person, firm, corporation or other entity which orders service and is responsible for both payment of charges due and compliance with the Company's tariff regulations.

Day - From 8:00 a.m. up to, but not including, 5:00 p.m. local time Monday through Friday.

Evening - From 5:00 p.m. up to, but not including 11:00 p.m. local time Sunday through Friday.

FLA PSC - Florida Public Service Commission.

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

Local Exchange Company - A company which furnishes local exchange telephone service.

Major Credit Card - A universally accepted charge card. MasterCard, VISA, Diner's Club International, American Express and Carte Blanche are examples of major credit cards which the Company may accept.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (contd.)

Night/Weekend - From 11:00 p.m. up to, but not including, 8:00 a.m. Sunday through Friday, and 8:00 a.m. Saturday up to, but not including 5:00 p.m. Sunday.

PIN(s) - One or more multi-digit (usually 8 or more) personal identification numbers which have been assigned to a customer to use with a designated 800 number, or other access number, to access the Company's network.

Prepaid Calling Cards - A plastic, paper or similar card issued by the Company and/or purchased by a customer which enables the customer to use a preprogrammed number of minutes of the Company's telecommunications service. Each Prepaid Calling Card which represents a customer account, has a PIN and instructions for using the Company's Prepaid Calling Card telecommunications service.

Prepaid Calling Card Calls - Calls for which charges are billed to a Prepaid Calling Card and not to the originating or terminating telephone number.

Private Label Prepaid Calling Card - A Prepaid Calling Card issued by the Company which carries the name or logo of an organization in addition to the Company's name.

Underlying Carriers - Those certificated telecommunications service providers.

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Effective: _____

Ms. Kellie S. Webb, President
2901 Ridgelake Drive, Suite 212
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SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of the Company**

The Company's facilities are furnished for communications originating at specified points within the State of Florida under terms of this tariff.

The Company operates, and maintains the communication services provided hereunder in accordance with the terms and conditions set forth under this tariff. When authorized by the customer, the Company may act as the customer's agent for ordering access connection facilities provided by other carriers or entities to allow connection of a customer's location to the Company network. The customer shall be responsible for all charges due for such service arrangement.

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

2.2 Limitations

2.2.1 Service is offered subject to the availability of facilities and the provisions of this tariff.

2.2.2 The Company reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control, or when the customer is using service in violation of the law or the provisions of this tariff.

2.2.3 All services provided under this tariff are directly controlled by the Company and the customer may not transfer or assign the use of service, except with the express consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

2.2.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.

2.2.5 Company's resellers and rebillers must be certified.

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.3 Liabilities of the Company

2.3.1 The Company’s liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring due to the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur, unless ordered by the Commission.

2.3.2 The Company shall be indemnified and held harmless by the customer against:

- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company’s facilities.
- (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by the Company.

2.4 Interruption of Service

2.4.1 Credit allowances for the interruption of service, which is not due to the Company’s testing or adjusting, negligence of the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the obligation of the customer to notify the Company immediately of any interruption in service for which a credit allowance is desired.

Before giving such notice, the customer shall ascertain that the trouble is not being caused by an action or omission by the customer within the customer’s control, or is not due to the wiring or equipment, if any, furnished by the customer and connected to the Company’s facilities.

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

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Metairie, LA 70002

SECTION 2 - RULES AND REGULATIONS (contd.)

2.4 Interruption of Service (cont'd)

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

2.4.4 The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the fixed monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

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

“A” -- outage times in hours

“B” -- total fixed monthly charge for affected facility

2.5 Suspension-of-Service Guidelines

Service will be suspended without notice in the following situations:

- 1) The customer obtained service fraudulently; or
- 2) A safety hazard is found on the customer’s premises.

2.6 Restoration of Service

Restoration of service shall be done as quickly as practicable by patching, rerouting, substitution of component parts or pathways, and other means, as determined necessary by the Company.

2.7 Billing Periods

To the extent that the customer is not a Prepaid Calling Card customer, the customer will receive a bill after the 30-day cycle.

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SECTION 2 - RULES AND REGULATIONS (contd.)**2.8 Understanding Your Statement of Account**

To the extent that the customer is not a Prepaid Calling Card customer, the customer's bill will outline specific charges or adjustments for the Company's services.

2.9 Questions About Your Statement of Account

If the customer has questions about the Company's charges that may appear on its statement of account, the customer may call the Company's service representative toll free at 1 (888) 750-1187.

2.10 Special Promotions

The Company offers no special promotions at this time and anticipates no such promotions in the future.

2.11 Billing Dispute

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

2.12 Forms of Payment

At the customer's request, the Company permits the use of approved credit cards to apply for and receive Prepaid Calling Cards used to access and pay for the Company's telecommunications services. Telephone charges will be debited by the Company against this card at the rates set forth in Section 4 herein.

2.13 Advanced Payments

The Company reserves the right to collect advanced payments as part of its Prepaid Calling Card service.

2.14 Responsibility of the Company

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

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.15 Frequency Restrictions

There are no frequency restrictions.

2.16 Credit for Incomplete Calls

When a Customer calls in and identifies that specific calls were incomplete, the Company's Customer Service department has the capability to credit the Customer's Prepaid Calling Card. In the event that the call was incomplete, the Company will automatically credit the Customer's Prepaid Calling Card.

2.17 Minimum Call Completion Rate

A customer can expect a call completion rate (number of calls completed / number of calls attempted) of not less than 90% during peak use periods for all Company services.

2.18 Deposits

The Company requires a deposit from the customer. Deposits may vary, but are usually based on week of usage.

2.19 Taxes

All State and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.

2.20 Returned Check Charge

A fee of \$25.00 will be charged whenever a check or draft presented for payment for service is not accepted by the institution on which it is written.

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SECTION 3 - DESCRIPTION OF SERVICES**3.1 Usage Based Services - Timing of Calls**

The Company's charges are based on the actual usage of the Company's services, in addition to any special features and/or service options, utilized by the customer. Charges begin when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the Local Exchange Company sends a signal to the switch. Charges cease when either party (called or calling) hangs up. There is no charge for an incomplete call.

3.2 Long Distance Network Service

The Company's Long Distance Network Service provides for the switchless resale of the tariffed Software Defined Network (SDN) Service offered by various Underlying Carriers. This service is a custom designed private telecommunication network that combines the efficiencies and benefits of both switched and private line service to meet the specific requirements of customers needing to communicate between geographic locations within the State.

For billing purposes, as delineated on each individual Prepaid Calling Card the minimum call duration and billing increments will be as follows:

Sixty (60) Second Billing Increments: The minimum call duration for billing purposes will be sixty (60) seconds. All usage charges are measured thereafter in sixty (60) second increments. The duration of a call which involves a fractional part of a minute will be rounded up to the next higher full sixty (60) second period.

One Hundred Twenty (120) Second Billing Increments: The minimum call duration for billing purposes will be one hundred twenty (120) seconds. All usage charges are measured thereafter in one hundred twenty (120) second increments. The duration of a call which involves a fractional part of a minute will be rounded up to the next higher full one hundred twenty (120) second period.

One Hundred Eighty (180) Second Billing Increments: The minimum call duration for billing purposes will be one hundred eighty (180) seconds. All usage charges are measured thereafter in one hundred eighty (180) second increments. The duration of a call which involves a fractional part of a minute will be rounded up to the next higher full one hundred eighty (180) second period.

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SECTION 3 - DESCRIPTION OF SERVICES (contd.)**3.2 Long Distance Network Service (contd.)**

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

3.3 Prepaid Calling Card Service

3.3.1 This service permits use of a Prepaid Calling Card to access and pay for the Company's telecommunications services. Customers may purchase Prepaid Calling Cards directly from the Company, from authorized vendors or at a variety of retail outlets. Prepaid Calling Cards may be issued in denominations of \$5.00, \$10.00 and \$20.00 increments. The Company may issue Private Label Prepaid Calling Cards, as well as Prepaid Calling Cards with a fixed number of preprogrammed minutes.

3.3.2 Users obtain the service by dialing an 800 number or other Access Codes to access the Underlying Carrier(s) network. The User is prompted by an automatic voice response system to enter his/her PIN, and then to enter the terminating telephone number. The Underlying Carrier(s) processor tracks the call duration from when the call is answered by the Underlying Carrier(s) processor for rating purposes on a real time basis. Billing for all calls ends when either party hangs-up. The total price of each call, including applicable taxes, is deducted from the prepaid amount on the Prepaid Calling Card. For some cards, when a User obtains access to the Underlying Carrier(s) processor, the balance on the card will be announced. A warning tone or message shall be played when 60 seconds or less is left on the Prepaid Calling Card. The User can then complete the call within the time remaining on the Prepaid Calling Card. Customers have the option of purchasing Prepaid Calling Cards containing an expiration date of either six (6) months from the date of first use or twelve (12) months from the date of activation.

3.3.3 The Company offers origination from anywhere in the United States, and termination internationally.

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SECTION 3 - DESCRIPTION OF SERVICES (contd.)

3.4 Directory Assistance Service

Directory Assistance Service is provided to assist subscribers in obtaining telephone numbers.

3.5 Accessing Service

The service provided by the Company is one way dial in - dial out, multi-point telecommunications services, allowing the customer to originate calls through the network facilities of the Underlying Carriers. Access to the Company may differ dependent upon the type of exchange access service provided by the local exchange telephone company to the Underlying Carriers.

3.6 Availability of Service

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

3.7 Locations of Service

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

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SECTION 4 - RATES**4.1 Long Distance Network Usage Rates**

4.1.1 Day, Evening and Night rate periods apply to Long Distance Network usage. The rates apply for all days of the week including holidays. The Day rate period is 8:00 a.m. to, but not including, 5:00 p.m., Monday through Friday and 5:00 p.m. to, but not including, 11:00 p.m. Sunday. The Night/Weekend Rate period is 11:00 p.m. to, but not including, 8:00 a.m. Monday through Sunday, all day Saturday, and from 8:00 a.m. to, but not including, 5:00 p.m. Sunday. For New Year's Day (January 1), Independence Day (July 4), Labor Day, Thanksgiving Day and Christmas Day (December 25), the Evening Rate applies.

4.2 Maintenance Charge

The Company's Prepaid Calling Card customers will be debited \$1.00 per week as a maintenance charge and \$0.59 payphone charge.

4.3 Payphone Surcharge

The Company's Prepaid Calling Card customers will pay a \$0.59 surcharge for all payphone initiated calls.

4.4 Per Call Surcharge

The Company's Prepaid Calling Card customers will be debited the following per call surcharge for each telephone call.

Per Call Surcharge	\$3.99
--------------------	--------

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SECTION 4 - RATES (contd.)

4.5 Long Distance Network And Prepaid Calling Card Usage Rates

4.5.1 Florida Intrastate Interlata Rates

**4.5.1.A Schedule A
(Switch Service)**

<u>Day</u>		<u>Eve</u>		<u>Night</u>	
<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.

4.5.2 Florida Intrastate Intralata Rates

**4.5.2.A Schedule A
(Switch Service)**

<u>Day</u>		<u>Eve</u>		<u>Night</u>	
<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.

4.6 Directory Assistance Service

The Company's customers will be debited at the following per call charge for each directory assistance call. The directory assistance charge applies to each call regardless of whether the directory assistance bureau is able to furnish the requested telephone number.

Per Call Charge \$0.75

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SECTION 4 - RATES (contd.)

4.7 Exemptions and Special Rates

4.7.1 Directory Assistance for Handicapped Persons:

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving handicapped individuals. The Company shall charge the prevailing tariff rates for every call in excess of fifty within a billing cycle.

4.7.2 Hearing and Speech Impaired Persons:

Intrastate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and night calls.

4.7.3 Telecommunications Relay Service:

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is either both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

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EXHIBIT 3

Telegenius Cash Flow Forecast - Four Years (Quarterly)																
	Qtr 1	Year 1 Qtr 2	Qtr 3	Qtr 4	Qtr 1	Year 2 Qtr 2	Qtr 3	Qtr 4	Qtr 1	Year 3 Qtr 2	Qtr 3	Qtr 4	Qtr 1	Year 4 Qtr 2	Qtr 3	Qtr 4
Revenue																
Sales	1,900,000	2,527,000	3,360,910	4,470,010	5,364,012	6,436,815	7,724,178	9,269,013	10,659,365	12,258,270	14,097,011	16,211,562	17,832,719	19,615,990	21,577,589	23,735,348
Total Revenue	1,900,000	2,527,000	3,360,910	4,470,010	5,364,012	6,436,815	7,724,178	9,269,013	10,659,365	12,258,270	14,097,011	16,211,562	17,832,719	19,615,990	21,577,589	23,735,348
Cost of Goods																
Total Cost of Goods	1,330,000	1,768,900	2,352,637	3,129,007	3,754,809	4,505,770	5,406,924	6,488,309	7,461,556	8,580,789	9,867,907	11,348,094	12,482,903	13,731,193	15,104,313	16,614,744
Gross Profit	570,000	758,100	1,008,273	1,341,003	1,609,204	1,931,044	2,317,253	2,780,704	3,197,810	3,677,481	4,229,103	4,863,469	5,349,816	5,884,797	6,473,277	7,120,605
Operating Expense																
Salaries and wages	180,000	185,400	190,962	196,691	202,592	208,669	214,929	221,377	228,019	234,859	241,905	249,162	256,637	264,336	272,266	280,434
Employee benefits	6,270	6,458	6,652	6,851	7,057	7,269	7,487	7,711	7,943	8,181	8,426	8,679	8,940	9,208	9,484	9,768
Rent	6,840	7,045	7,257	7,474	7,698	7,929	8,167	8,412	8,665	8,925	9,192	9,468	9,752	10,045	10,346	10,656
Insurance	1,900	1,957	2,016	2,076	2,138	2,203	2,269	2,337	2,407	2,479	2,553	2,630	2,709	2,790	2,874	2,960
Travel	14,250	18,953	25,207	33,525	40,230	48,276	57,931	69,518	79,945	91,937	105,728	121,587	133,745	147,120	161,832	178,015
Telephone	11,020	14,657	19,493	25,926	31,111	37,334	44,800	53,760	61,824	71,098	81,763	94,027	103,430	113,773	125,150	137,665
Postage	3,040	4,043	5,377	7,152	8,582	10,299	12,359	14,830	17,055	19,613	22,555	25,938	28,532	31,386	34,524	37,977
Office expense	32,110	42,706	56,799	75,543	90,652	108,782	130,539	156,646	180,143	207,165	238,239	273,975	301,373	331,510	364,661	401,127
Advertising	26,220	34,873	46,381	61,686	74,023	88,828	106,594	127,912	147,099	169,164	194,539	223,720	246,092	270,701	297,771	327,548
Marketing/Promotion	58,330	77,579	103,180	137,229	164,675	197,610	237,132	284,559	327,243	376,329	432,778	497,695	547,464	602,211	662,432	728,675
Professional fees	4,560	4,697	4,838	4,983	5,132	5,286	5,445	5,608	5,776	5,950	6,128	6,312	6,501	6,697	6,897	7,104
Printing and reproduction	99,750	132,668	176,448	234,676	281,611	337,933	405,519	486,623	559,617	643,559	740,093	851,107	936,218	1,029,839	1,132,823	1,246,106
Shipping/freight	6,080	8,086	10,755	14,304	17,165	20,598	24,717	29,661	34,110	39,226	45,110	51,877	57,065	62,771	69,048	75,953
Dues and subscriptions	1,900	1,957	2,016	2,076	2,138	2,203	2,269	2,337	2,407	2,479	2,553	2,630	2,709	2,790	2,874	2,960
Licenses and permits	13,490	13,895	14,312	14,741	15,183	15,639	16,108	16,591	17,089	17,601	18,129	18,673	19,234	19,811	20,405	21,017
Conferences	4,750	4,893	5,039	5,190	5,346	5,507	5,672	5,842	6,017	6,198	6,384	6,575	6,772	6,976	7,185	7,400
Commissions	14,250	18,953	25,207	33,525	40,230	48,276	57,931	69,518	79,945	91,937	105,728	121,587	133,745	147,120	161,832	178,015
Other	38,000	50,540	67,218	89,400	107,280	128,736	154,484	185,380	213,187	245,165	281,940	324,231	356,654	392,320	431,552	474,707
Total Operating Expenses	522,760	629,358	769,155	953,050	1,103,846	1,281,376	1,494,352	1,748,623	1,978,491	2,241,866	2,543,745	2,889,874	3,157,573	3,451,402	3,773,957	4,128,089
Earnings Before Income Tax	47,240	128,742	239,118	387,953	506,358	649,668	822,902	1,032,081	1,219,319	1,435,615	1,685,358	1,973,594	2,192,243	2,433,395	2,699,320	2,992,515
Income Tax	15,589	42,485	78,909	128,025	167,098	214,391	271,558	340,587	402,375	473,753	556,168	651,286	723,440	803,020	890,776	987,530
Net Income	31,651	86,257	160,209	259,929	339,260	435,278	551,344	691,494	816,944	961,862	1,129,190	1,322,308	1,468,803	1,630,375	1,808,545	2,004,985

EXHIBIT 4

1. **A written explanation** that the Applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.

In support of its financial qualifications, Telegenius, Inc. submits pro forma financial statements for its first three (3) years of operations, as attached hereto as Exhibit 3. These statements demonstrate that Telegenius, Inc. has the financing and working capital necessary to fulfill any obligations it may undertake with respect to the operation in the State of Florida.

Accordingly, Telegenius, Inc. asserts that it has the financial resources necessary to operate as a reseller of interexchange telecommunications services in the State of Florida.

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

In addition to Exhibit 3 to the Application, attached please find one copy of Telegenius, Inc.'s bank statement covering the period of May 1, 2001 through May 31, 2001, evidencing a balance of Forty-Two Thousand Five Hundred Ninety-Five Dollars and Three Cents (\$42,595.03). Telegenius, Inc. feels that these funds are sufficient to finance the services it intends to offer to the public. In addition, as Applicant is a non-facilities based reseller, it will not require a capital investment for equipment or infrastructure.

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

Telegenius, Inc. will not lease and/or own equipment for the provision of services detailed in its Application. Telegenius, Inc. has a renewable contract with a facilities-based carrier, which provides Telegenius, Inc. with domestic interexchange and international termination.



STATEMENT PERIOD

May 01, 2001 TO
May 31, 2001

2
TELEGENIUS INC
2901 RIDGELAKE DR NO 209
METAIRIE LA 70002

135

POSTED

0711474486

Page 1 of 1

WE ARE CURRENTLY UPGRADING THE WHITNEY INFORMATION LINE. SOME OF THE NEW FEATURES INCLUDE AN EASIER SIGN ON, MORE ACCOUNT INFORMATION, TRANSFERRING FUNDS BETWEEN ACCOUNTS, ACCESS TO LOAN, MORTGAGE, CD, CREDIT CARD AND IRA ACCOUNTS, AND MUCH MORE. YOU'LL FIND THAT THE NEW WHITNEY INFORMATION LINE MAY SOUND A BIT DIFFERENT, BUT WILL MAKE YOUR BANKING MUCH EASIER! CALL THE WHITNEY INFORMATION LINE AT 1 (800) 844-4450 AND DISCOVER 24-HOUR CONVENIENCE BANKING AT YOUR FINGERTIPS! AND IF YOU WANT TO CLICK IT UP A NOTCH, VISIT WHITNEYBANK.COM AND SIGN UP FOR WHITNEY ONLINE.

BUSINESS CHECKING
711-474-486

TELEGENIUS INC

BALANCE	DEPOSITS & CREDITS		CHECKS & DEBITS		BALANCE
LAST STATEMENT	NO.	TOTAL AMOUNT	NO.	TOTAL AMOUNT	THIS STATEMENT
24,880.50	2	26,636.80	2	8,922.27	42,595.03

Credits

Date	Amount	Description
May 18	25,000.00	REGULAR DEPOSIT
May 31	1,636.80	REGULAR DEPOSIT

Checks Paid

Date	Check No.	Amount	Date	Check No.	Amount
May 24	303	7,647.27	May 24	304	1,275.00

* Indicates break in check sequence

Daily Balance Summary

Date	Balance	Date	Balance
Apr 30	24,880.50	May 24	40,958.25
May 18	49,880.50	May 31	42,595.03

EXHIBIT 5

LISA A. WAGNON
1531 Huron Avenue – Apartment A
Metairie, Louisiana 70005
(504) 294-4074

OBJECTIVE

Organized, efficient, computer literate college graduate seeking a challenging position in administration/management with an opportunity for advancement

EDUCATION

Bachelor of Science degree in Management - University of New Orleans, May 1995

EXPERIENCE

Vice President of Administration

Telegenius, Inc., Metairie, LA, 8/00 – present

- Developed and maintained in-house ACH system
- Created and managed employee benefit program
- Responsible for all cash and bank accounts
- Established internal employee policies and procedures

Executive Assistant / Marketing Manager

Communications 2000, Inc., New Orleans, LA, 2/00 – 8/00

- Scheduled and coordinated trade show appearances
- Updated and maintained sales contact databases
- Planned and executed press conferences and news releases
- Assisted Vice President of Sales with miscellaneous tasks and projects

Administrative Assistant

Home Team Productions, New Orleans, LA, 11/99 – 2/00

- Processed proposals and contracts for sales team
- Responsible for incoming calls, errands, payroll and some accounts receivable
- Created trade show, seasonal and tri-fold brochures
- Started Master Key box system and First-Aid upgrade

Sales and Marketing

Ricca's Architectural Sales, New Orleans, LA, 05/99 – 11/99

- Organized and maintained stock of new and existing merchandise
- Coordinated storage & display of large shipment of new hardware
- Monitored & ordered existing stock & supply items
- Assisted sales staff in customer service and sales accounting procedures
- Programmed & trained staff on use of cash register

Administrative Assistant

Diagnostic Concepts, New Orleans, LA, 03/99 – 05/99

- Assisted Director of Operations with routine activities and special projects
- Tracked accessory sales and distributed monthly sales reports
- Processed daily orders of x-ray and pharmaceutical items
- Maintained office supplies and petty cash
- Placed special accessory item orders for outside sales team

Assistant Manager

Curves for Women, Houma, LA, 11/98 – 3/99

- Responsible for staff scheduling and day-to-day sales operations
- Performed daily accounting and opening/closing procedures
- Planned and promoted Member activities/programs
- Designed and wrote monthly member newsletter

Assistant Manager

Studio IV – The Workout Company, Houma, LA, 8/98 – 10/98

- Supervised Aerobic, Personal Training, Sales and Front Desk Staff
- Responsible for setting and achieving monthly sales goals with staff
- Planned and implemented calendar of events and class programming

Member Services Supervisor

Premier Athletic Club, Metairie, LA, 11/97 – 02/98

- Responsible for hiring, training, scheduling and supervising Front Desk Staff
- Performed Manager on Duty shift two to four times per week

Administrative Assistant

Premier Athletic Club, Metairie, LA, 05/96 – 08/98

- Organized Member and Staff meetings, activities and community projects
- Assisted Club Manager and Department Heads in various department projects
- Responsible for all Member and Employee communication
- Updated Lost & Found, First Aid and Manager On Duty procedures

Bank Teller I

Bank One, New Orleans, LA, 09/95 – 05/96

- Reduced uncollected funds account by 72% in a 2 month period
- Verified all bulk coin and food stamp deposits
- Organized, ordered and maintained branch stock of supply items
- Received rating of “Achieves Plus” on first performance evaluation

Loss Prevention Auditor

Saks Fifth Avenue, New Orleans, LA, 06/91 – 08/91

- Reviewed store inventory books and conducted discrepancy investigations
- Organized and conducted annual store-wide inventory
- Acted as Loss Prevention Liaison with Corporate Headquarters in New York

Executive Secretary

Sheila C. Myers, Esquire, New Orleans, LA, 02/88 – 03/90

- Set up and maintained office space for new private practice
- Prepared highly sensitive legal briefs and office correspondence
- Highly respected by clientele

PERSONAL ATTRIBUTES

- Accustomed to responsibility
- Team player and leader
- Good track record of effective planning, organization, delegation and supervision of day-to-day activities and special projects
- Detail oriented
- Possess excellent organizational skills
- Able to work independently and accurately, with little or no supervision
- Very personable and easy to get along with
- Honest and trustworthy
- Hard worker
- Quick learner

AWARDS AND HONORS

- STAR Employee of the Month, Premier Athletic Club, 7/97 and 3/98
- Excellence in Leadership Award, University of New Orleans, 5/95
- Outstanding Service Award, College of Business Executive Council, 5/95
- Loss Prevention Award, Saks Fifth Avenue, 1990 and 1991
- American Legion Award, 5/87

ACTIVITIES

- House Captain, Christmas In October Program, 1997
- Chapter President, Phi Chi Theta, Professional Business Fraternity, 1994/95
 - Chaired chapter meetings, recruited and trained incoming officers, planned and implemented various fundraising activities
- Member, College of Business Executive Council, 1994/95

COMPUTER SKILLS

- Microsoft Windows 98
- Microsoft Word, Excel, Outlook 2000
- WordPerfect 6.0
- Lotus 1-2-3
- Microsoft Publisher 97
- Printmaster Gold

KELLIE S. WEBB

3328 Timberlane Way
Harvey, LA 70058
504 362-8081
kellie.webb@gpa.net

EXPERIENCE

10/00-Present Telegenius, Inc. Metairie, LA

VP Operations

- Managed / Implemented Operational processes and procedures
- Performed all duties associated with MIS infrastructure
- Managed / Maintained various switching platforms
- Managed / Maintained POSA division

8/99-10/00 Communications 2000, Inc. New Orleans, LA

Prepaid Division Manager

- Responsible for overseeing all aspects of Prepaid CLEC division.
- Developed Prepaid division processes and procedures
- Supervised a staff of 15 employees
- Maintained database of customers and managed information
- Coordinated implementation of POSA into department

4/90-8/99 American Medical Group, Inc New Orleans, LA

Office Administrator

- Full management of 4 clinic locations and clinical staff
- Assisted with A/P and A/R
- Developed / Implemented clinical processes and procedures

1/87-2/90 Promark, Inc New Orleans, LA

Sales Associate

- Provided administrative support to Regional Sales Director
- Coordinated contract and correspondence preparation
- Assisted with customer relations

EDUCATION

1995-1999

Delgado College, New Orleans, LA

Completed courses for Associate in General Studies with concentration in Business. Maintained GPA of 4.0

1991

Louisiana Board Chiropractic Radiologic Technology
Radiological Certification

1986

Bonnabel High School, Metairie, LA
General Diploma.

SKILLS

Proficient in Microsoft Word, Excel, Access, PowerPoint, Outlook, Publisher and Visio

Proficient in Windows 95, 98, NT and ME

Proficient in QuickBooks and Peachtree

Software programs: LDC Link/Director, Various Switching Platforms, Medical Billing and Coding
ILEC to CLEC Provisioning Platforms

Certified Radiological Technician

REFERENCES

AVAILABLE UPON REQUEST