

TOTALCOM AMERICA CORPORATION

October 5, 2001

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

011342-TX

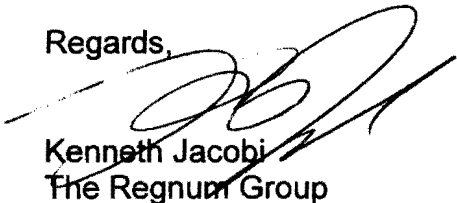
RE: TotalCom America Corporation Application for Alternate Local Exchange Carrier (ALEC)

To Whom It May Concern,

Please find attached 1 original and 6 copies and a check for \$250.00, which will cover the filing fee.

Should you have any questions or concerns please feel free to contact me at 305-914-3364.

Regards,



Kenneth Jacobi
The Regnum Group

KJ/lww

Enclosures

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

Initials of person who forwarded check:

AM

111 NE First Street
9th Floor – Suite 900
Miami, FL 33132

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DOCUMENT NUMBER - DATE

12742 OCT - 8 01

FPSC-COMMISSION CLERK

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

DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

APPLICATION FORM
for
AUTHORITY TO PROVIDE
ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- ◆ This form is used as an application for an original certificate and for approval of the 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 Appendix A).
- ◆ 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

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

Florida Public Service Commission
Division of Telecommunications
Bureau of Certification and Service Evaluation
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

APPLICATION

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:

TOTALCOM AMERICA CORPORATION

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

Same as above

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

111 NE FIRST Street, 9th Floor, Suite 900
Miami, FL 33132

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

Same as above

6. Structure of organization:

- () Individual () Corporation
() Foreign Corporation () Foreign Partnership
() General Partnership () Limited Partnership
() Other _____

7. **If individual**, provide:

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

- (a) The Florida Secretary of State corporate registration number:

_____ 797000092461 _____

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

- (a) The Florida Secretary of State corporate registration number:

_____ N/A _____

10. **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:

_____ N/A _____

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

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

N/A

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

Name: N/A

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

13. **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:** N/A

14. Provide **F.E.I. Number**(if applicable): 65-0794532

15. 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. Provide explanation.

none

(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.

n/a

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

(a) The application:

Name: Ken Jacobi

Title: VP Regulatory Affairs

Address: 1020 NW 163rd Drive

City/State/Zip: Miami, FL, 33169

Telephone No.: (305) 914-3364 Fax No.: (305) 625-8167

Internet E-Mail Address: Kjacobi@Regnumgroup.com

Internet Website Address: n/a

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

Name: Antonio Izquierdo

Title: Director

Address: 111 NE First Street, 9th floor, suite 900

City/State/Zip: Miami

Telephone No.: (305) 3723400 Fax No.: (305) 372-9100

Internet E-Mail Address: _____

Internet Website Address: www.totalcom.net

(c) Complaints/Inquiries from customers:

Name: same as above

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

none

(b) has applications pending to be certificated as an alternative local exchange company.

no

(c) is certificated to operate as an alternative local exchange company.

n/a

(d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

no

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

no

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

no

18. 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.

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. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
 2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
 3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.
- B. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.
- C. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

**** 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 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:

<u></u>	<u>October 5th, 01</u>
Signature	Date
<u>Director and CEO</u>	<u>(305) 372-3400</u>
Title	Telephone No.
<u>Address: 111 NE First Street</u>	<u>(305) 372-9100</u>
<u>9th floor, Suite 900</u>	Fax No.
<u>Miami, FL 33132</u>	

ATTACHMENTS:

- A - CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B - INTRASTATE NETWORK
- C - AFFIDAVIT

**** APPENDIX A ****

CERTIFICATE SALE, 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:

() sale

() transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

Address: _____

Fax No.

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

1. POP: Addresses where located, and indicate if owned or leased.

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

2. SWITCHES: Address where located, by type of switch, and indicate if owned or leased.

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

3. TRANSMISSION FACILITIES: POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

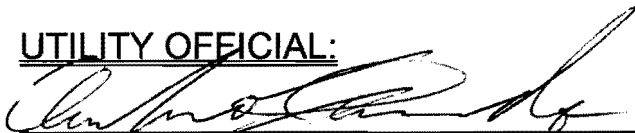
<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1) _____	_____
2) _____	_____
3) _____	_____
4) _____	_____

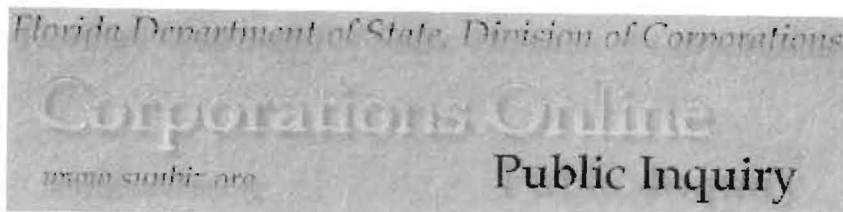
AFFIDAVIT

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:

	October 5 th , 01
Signature	Date
Director and CEO	(305) 372-3400
Title	Telephone No.
Address: 111 NE first street	(305) 372-9100
9th floor, Suite 900	Fax No.
Miami, FL 33132	



Florida Profit

TOTALCOM AMERICA CORPORATION

PRINCIPAL ADDRESS

111 NE FIRST STREET
 9TH FLOOR STE 900
 MIAMI FL 33132
 Changed 02/13/2001

MAILING ADDRESS

111 NE FIRST STREET
 9TH FLOOR STE 900
 MIAMI FL 33132
 Changed 02/13/2001

Document Number
 P97000092461

FEI Number
 650794532

Date Filed
 10/27/1997

State
 FL

Status
 ACTIVE

Effective Date
 NONE

Registered Agent

Name & Address
IZQUIERDO, ANTONIO 6175 NW 167TH STREET SUITE G-34 MIAMI FL 33015

Officer/Director Detail

Name & Address	Title
ALMENARA, ANTONIO BRITO 6175 NW 167TH STREET, SUITE G-34 MIAMI FL 33015	DP
BRITO, ANTONIO E 6175 NW 167TH STREET, SUITE G-34 MIAMI FL 33015	DV
IZQUIERDO, ANTONIO	

1571 HARBOUR SIDE DR WESTON FL 33326	DS
BRITO, MARIA I 1571 HARBOURSIDE DR WESTON FL 33326	S

Annual Reports

Report Year	Filed Date	Intangible Tax
1999	02/08/1999	
2000	03/01/2000	
2001	02/13/2001	

[Previous Filing](#)

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No Events
No Name History Information

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THIS IS NOT OFFICIAL RECORD; SEE DOCUMENTS IF QUESTION OR CONFLICT

[Corporations Inquiry](#)

[Corporations Help](#)

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State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of TOTALCOM AMERICA CORPORATION, a Florida corporation, filed on October 27, 1997, as shown by the records of this office.

The document number of this corporation is P97000092461.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-eighth day of October, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

3/10
97 OCT 27 PM 12:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TOTALCOM AMERICA CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name and address of the Corporation shall be:

TOTALCOM AMERICA CORPORATION
6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

ARTICLE II - PURPOSE

This corporation is organized for the following purpose:

To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Thousand (1,000) shares, One (\$1.00) Dollar par value per share, common stock. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the consideration for which has been paid or delivered, shall be deemed

prepared by:
EGGY FISHER, ESQ
ELLER, GELLER & GARFINKEL
411 Hollywood Boulevard
Hollywood, FL 33020
Telephone: (954) 920-2300
FAX: 198994

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fully-paid stock, and the holder of such shares shall not be liable for any further payment. At any time, and from time to time, when authorized by resolution of the Board of Directors, and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment of the Articles, or out of shares of its stock acquired after the issue; and whether or not the shares so issued are sold, shall confer upon the holders of them the right to exchange such shares for other shares of the stock of the corporation. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the corporation including cash, promissory notes, services performed, promises to perform services, as evidenced by a written contract, or other securities of the corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall be not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law.

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ARTICLE VI

INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The registered office of this corporation shall be:

6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

The registered Agent at the above address is:

ANTONIO IZQUIERDO

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The address of the corporation's initial principal office shall be:

6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

ARTICLE VIII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of FOUR (4) members, as below described. The Board of Directors of this corporation shall, at all times, consist of no fewer than one, and no greater than seven directors.

NAME	ADDRESS
ANTONIO BRITO ALMENARA	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015
ANTONIO E. BRITO	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015
ANTONIO IZQUIERDO	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015

MARIA I. BRITO

6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

The affirmative vote of a majority of directors is required to constitute any act or decision rendered by the Board of Directors.

ARTICLE IX - OFFICERS

The names and addresses of the Officers of this Corporation are:

NAME	TITLE	ADDRESS
ANTONIO BRITO ALMENARA	President	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015
ANTONIO E. BRITO	V.P.	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015
ANTONIO IZQUIERDO	Secretary	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015
MARIA I. BRITO	A/Secy.	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015

ARTICLE X - INCORPORATOR

The name and address of the incorporator signing these Articles is:

ANTONIO IZQUIERDO
6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator

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named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 21 day of October, 1997.

Antonio Izquierdo

ANTONIO IZQUIERDO, Incorporator

STATE OF FLORIDA)
COUNTY OF Broward) SS:

BEFORE ME, the undersigned authority, personally appeared ANTONIO IZQUIERDO, who is personally known to me, and is to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, Florida, this 21st day of October, 1997.

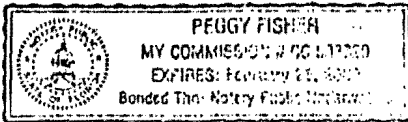
Peggy Fisher

NOTARY PUBLIC, State of Florida

Peggy Fisher

(Print name of Notary)

My Commission Expires:



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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST, that TOTALCOM AMERICA CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6175 NW 167TH STREET, SUITE G-34, MIAMI, FL 33015, named ANTONIO IZQUIERDO OF 6175 NW 167TH STREET, SUITE G-34, MIAMI, FL 33015, as its agent to accept service of process within Florida.

Date: 10/21/97



MARIA I. BRITO, Assistant Secretary

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and keeping open said office.



ANTONIO IZQUIERDO
Registered Agent

FILED
97 OCT 27 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Total  America, Co.

**FINANCIAL STATEMENT
(Compiled)**

DECEMBER 31, 1999 AND 1998

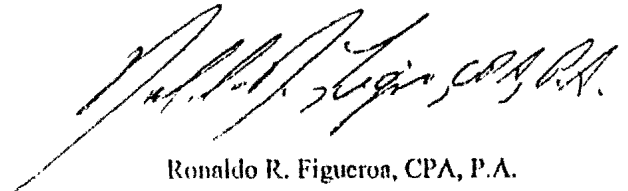
Accounting Office Of
RONALDO R. FIGUEROA, P.A.
Certified Public Accountant

Member:
*American And Florida Institutes
Of Certified Public Accountants*

To the Board of Directors
TOTALCOM AMERICA CORPORATION
Miami, Florida

I have compiled the accompanying balance sheets of Totalcom America Corporation as of December 31, 1999 and 1998 and the related statements of operations, stockholders equity, and cash flows for the years then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

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



Ronaldo R. Figueroa, CPA, P.A.

February 17, 2000

TOTALCOM AMERICA CORPORATION
BALANCE SHEETS
DECEMBER 31, 1999 AND 1998

<u>ASSETS</u>	<u>1999</u>	<u>1998</u>
CURRENT ASSETS		
Cash and cash equivalents	\$ 5,204	\$ 416
Accounts receivable	93,100	64,963
Other receivables	<u>104,800</u>	<u>-</u>
TOTAL CURRENT ASSETS	203,104	65,379
PROPERTY AND EQUIPMENT	<u>704,698</u>	<u>434,467</u>
TOTAL ASSETS	<u>\$ 907,802</u>	<u>\$ 499,846</u>
 <u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
CURRENT LIABILITIES		
Current portion of long term note	149,534	50,000
Accounts payable and accrued liabilities	<u>115,087</u>	<u>118,447</u>
TOTAL CURRENT LIABILITIES	264,621	168,447
NOTE PAYABLE, Less current portion	<u>21,097</u>	<u>170,631</u>
TOTAL LIABILITIES	<u>285,718</u>	<u>339,078</u>
STOCKHOLDERS' EQUITY		
Common stock, 1,000 and 500 shares of \$1 " par value authorized, issued and outstanding	628,450	201,000
Accumulated Deficit	<u>(6,366)</u>	<u>(40,233)</u>
TOTAL STOCKHOLDERS' EQUITY	<u>622,084</u>	<u>160,767</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 907,802</u>	<u>\$ 499,845</u>

See Accountant's Compilation Report and Accompanying Notes to Financial Statements

TOTALCOM AMERICA CORPORATION
STATEMENT OF OPERATIONS
DECEMBER 31, 1999 AND 1998

	<u>1999</u>	<u>1998</u>
REVENUES FROM OPERATIONS	\$ 369,348	\$ 245,728
COST OF REVENUES	<u>178,864</u>	<u>45,276</u>
GROSS PROFITS	<u>190,484</u>	<u>200,452</u>
OPERATING EXPENSES		
Depreciation	83,038	101,030
Other general and administrative expenses	43,254	15,259
Professional services	23,532	75,860
Equipment rental	<u>6,793</u>	<u>48,536</u>
TOTAL OPERATING EXPENSES	<u>156,617</u>	<u>240,685</u>
NET INCOME (LOSS)	<u>33,867</u>	<u>(40,233)</u>

See Accountant's Compilation Report and Accompanying Notes to Financial Statements

TOTALCOM AMERICA CORPORATION
STATEMENT STOCKHOLDERS' EQUITY
DECEMBER 31, 1999 AND 1998

	<u>Common Stock</u> <u>Shares</u>	<u>Amount</u>	<u>Additional</u> <u>Paid-in</u> <u>Capital</u>	<u>Accumulated</u> <u>Deficit</u>	<u>Total</u> <u>Stockholders'</u> <u>Equity</u>
Balance at January 1, 1998	-	\$ -	\$ -	\$ -	\$ -
Issuance of common stock	500	500	200,500	-	201,000
Net loss	-	-	-	<u>(40,233)</u>	<u>(40,233)</u>
Balance at December 31, 1998	500	500	200,500	(40,233)	160,767
Issuance of common stock	500	500	426,950	-	427,450
Net Income	-	-	-	<u>33,867</u>	<u>33,867</u>
Balance at December 31, 1999	<u>1,000</u>	<u>\$ 1,000</u>	<u>\$ 627,450</u>	<u>\$ (6,366)</u>	<u>\$ 622,084</u>

See Accountant's Compilation Report and Accompanying Notes to Financial Statements

TOTALCOM AMERICA CORPORATION
STATEMENT OF CASH FLOWS
DECEMBER 31, 1999 AND 1998

	<u>1999</u>	<u>1998</u>
CASH FLOW FROM OPERATING ACTIVITIES		
Net income (loss)	\$ 33,867	\$ (40,233)
Adjustments to reconcile net income (loss) to cash from operating activities:		
Depreciation	83,038	101,030
Changes in assets and liabilities:		
Accounts receivable	(28,137)	(64,963)
Other receivables	(104,800)	-
Accounts payables and accrued Liabilities	<u>(3,360)</u>	<u>118,447</u>
 NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	 <u>(19,392)</u>	 <u>114,281</u>
 CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	<u>(353,270)</u>	<u>(535,496)</u>
 CASH FLOWS FROM FINANCING ACTIVITIES		
Note payable to supplier:		
Proceeds	-	420,631
Repayment	(50,000)	(200,000)
Issuance of common stocks	<u>427,450</u>	<u>201,000</u>
 NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	 <u>377,450</u>	 <u>421,631</u>
 NET INCREASE IN CASH AND CASH EQUIVALENTS	 4,788	 416
 BEGINNING CASH AND CASH EQUIVALENTS	 <u>416</u>	 <u>-</u>
 ENDING CASH AND CASH EQUIVALENTS	 \$ <u>5,204</u>	 \$ <u>416</u>

See Accountant's Compilation Report and Accompanying Notes to Financial Statements

TOTALCOM AMERICA CORPORATION
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 1998

A. BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES

BUSINESS

The Company was incorporated in 1997, under the laws of the State of Florida, for the purpose of selling long distance and other telecommunication services in the United States, and to Latin America and Europe. Prior to 1999 the Company was under development stage. The Company is currently organizing operating entities in Venezuela and Spain for the purpose of maintaining local selling activities and supporting the U.S. operations.

CASH

The Company maintains its cash in two financial institutions. The balances are insured by the Federal Deposit Insurance Corporation up to \$100,000.

PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the assets. The Company reviews property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

INCOME TAXES

At December 31, 1999 the Company has available unused operating loss carry-forwards, in the amount of approximately \$6,000, which may be applied against future taxable income through the year 2014. The related tax asset has not been recognized due to the uncertainty of the timing of its recognition.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

B. PROPERTY AND EQUIPMENT

	Estimated Useful Lives (Years)	<u>1999</u>	<u>1998</u>
Operating equipment and software	5-7	\$ 888,766	\$ 535,497
Less accumulated depreciation		<u>184,068</u>	<u>101,030</u>
		<u>\$ 704,698</u>	<u>\$ 434,467</u>

TOTALCOM AMERICA CORPORATION
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1998
(Continued)

C. NOTE PAYABLE

Note payable to equipment supplier represent amounts due for telecommunication equipment purchased from one vendor on 14 months payment terms at 10.5% interest, beginning March 1, 2000. The note requires a contract payment of \$50,000. As of February 17, 2000, the parties had not signed the promissory note.

D. STOCKHOLDERS' EQUITY

In December 1999, the Company issued 400 shares of common stock to a related party in exchange for new telecommunication equipment valued at a cost of \$277,450. Also in December 1999, the Company issued 100 shares of common stock to existing shareholders in exchange for \$100,000 to be funded by March 31, 2000. During 1999, the shareholders contributed \$50,000 in additional paid in capital.



Custom Business Checking

01 200006800574 036 140 20 33 13,399

TOTALCOM AMERICA CORPORATION
111 NE 1ST STREET STE 909
MIAMI FL 33132

CB

Custom Business Checking

6/30/2001 thru 7/31/2001

Account number:
Account holder(s): TOTALCOM AMERICA CORPORATION

Taxpayer ID Number: 650794532

Account Summary

Opening balance 6/30	\$10,799.10
Deposits and other credits	22,489.46 +
Checks	25,272.58 -
Other withdrawals and service fees	1,678.27 -
Closing balance 7/31	\$6,337.71

Deposits and Other Credits

Date	Amount	Description
7/02	242.21 ✓	DEPOSIT
7/10	1,526.95 ✓	DEPOSIT
7/17	968.28 ✓	DEPOSIT
7/20	321.36 ✓	DEPOSIT
7/23	3,730.00 ✓	COUNTER DEPOSIT
7/24	324.15 ✓	DEPOSIT
7/24	5,739.12 ✓	DEPOSIT
7/26	9,000.00 ✓	FUNDS TRANSFER (ADVICE 010726024022) RCVD FROM: COMMERCEBANK N.A. ORG = GLOBAL TRANSMEDIA COMMUNICATIO RFB = W T TO OBI = REF = 20010726144951MR 03:00PM
7/31	637.39 ✓	DEPOSIT
Total	\$22,489.46	

Handwritten signature/initials

Checks

Number	Amount	Date	Number	Amount	Date	Number	Amount	Date
1294	376.38 ✓	7/02	1301	1,000.00 ✓	7/02	1307*	260.90 ✓	7/10
1296*	600.00 ✓	7/03	1302	200.00 ✓	7/02	1308	157.39 ✓	7/16
1298*	2,165.33 ✓	7/02	1303	664.92 ✓	7/02	1310*	1,459.48 ✓	7/12
1299	2,509.32 ✓	7/02	1304	260.00 ✓	7/09	1311	1,459.48 ✓	7/17
1300	759.50 ✓	7/02	1305	111.81 ✓	7/10	1312	2,509.32 ✓	7/24

* Indicates a break in check number sequence

Checks continued on next page



Custom Business Checking

02 2000006800574 036 140 20 33 13,400

Checks continued

Number	Amount	Date	Number	Amount	Date	Number	Amount	Date
1313	2,650.00 ✓	7/24	1315	1,128.75 ✓	7/26	1320*	2,000.00 ✓	7/31
1314	1,000.00 ✓	7/25	1316	4,000.00 ✓	7/30	Total	\$25,272.58	

* Indicates a break in check number sequence

Other Withdrawals and Service Fees

Date	Amount	Description
7/02	1,274.20 ✓	AUTOMATED DEBIT CISCO SYSTEMS LEASE PYMT CO. ID. 1411632858 010702 CCD MISC CAP.72015003AC
7/11	82.00 ✓	COMMERCIAL SERVICE CHARGES FOR JUNE 2001
7/27	322.07 ✓	DEPOSITED ITEM RETURNED ADV # 124886
Total	\$1,678.27	

Daily Balance Summary

Dates	Amount	Dates	Amount	Dates	Amount
7/02	2,091.66	7/16	687.03	7/26	12,022.39
7/03	1,491.66	7/17	195.83	7/27	11,700.32
7/09	1,231.66	7/20	517.19	7/30	7,700.32
7/10	2,385.90	7/23	4,247.19	7/31	6,337.71
7/11	2,303.90	7/24	5,151.14		
7/12	844.42	7/25	4,151.14		

NEED TO ACQUIRE MACHINERY OR EQUIPMENT BUT DON'T WANT TO TIE UP CASH OR DRAW DOWN A CREDIT LINE? A FIRST UNION SMALL BUSINESS LEASE GENERALLY PROVIDES 100% FINANCING, OFFERS AFFORDABLE PAYMENTS, AND YOU'LL LIKELY BE ABLE TO DEDUCT YOUR LEASE PAYMENTS AS AN EXPENSE. CALL 1-800-566-FUNB(3862), OPTION 4, THEN OPTION 3.



Custom Business Checking

01 200006800574 036 140 28 33 13,277



TOTALCOM AMERICA CORPORATION
111 NE 1ST STREET STE 909
MIAMI FL 33132

CB

Custom Business Checking

6/01/2001 thru 6/29/2001

Account number:
Account holder(s): TOTALCOM AMERICA CORPORATION

Taxpayer ID Number: 650794532

Account Summary

Opening balance 6/01	\$17,065.08	✓
Deposits and other credits	32,950.26	+
Checks	37,605.39	-
Other withdrawals and service fees	1,610.85	-
Closing balance 6/29	\$10,799.10	✓

Deposits and Other Credits

Date	Amount	Description
6/08	667.50	✓ DEPOSIT
6/08	4,345.29	✓ FUNDS TRANSFER (ADVICE 010608029693) RCVD FROM CHASE MANHATTAN B/BANCO OCCIDENTAL ORG = BANCO OCCIDENTAL DE DESCUENTO RFB = SWF OF 01/06/08 OBI = /RFB/INVOICE NO.2001 REF = 2741600159JS 04:02PM
6/12	183.10	✓ DEPOSIT
6/13	127.24	✓ DEPOSIT
6/19	6,133.94	✓ DEPOSIT
6/21	3,522.99	✓ DEPOSIT
6/22	6,000.00	✓ FUNDS TRANSFER (ADVICE 010622032466) RCVD FROM COMMERCEBANK N.A/ ORG = GLOBAL TRANSMEDIA COMMUNICATIO RFB = W TR OBI = REF = 20010622154602HY 04:48PM
6/25	681.70	✓ DEPOSIT
6/25	2,000.00	✓ DEPOSIT
6/26	3,763.50	✓ DEPOSIT
6/26	3,820.00	✓ FUNDS TRANSFER (ADVICE 010626030866) RCVD FROM SUN BANK OF MIAMI/ ORG = STANDARD SEAFOOD DE VENEZUELA RFB = OUR REF 0106-105 OBI = REF = 010626011868 04:52PM
6/29	1,705.00	✓ DEPOSIT
Total	\$32,950.26	





Custom Business Checking

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13,278

Checks

Number	Amount	Date	Number	Amount	Date	Number	Amount	Date
0000	200.60 ✓	6/04	1276	538.28 ✓	6/15	1287	381.71 ✓	6/25
1262*	960.00 ✓	6/04	1277	260.00 ✓	6/08	1288	200.00 ✓	6/25
1263	960.00 ✓	6/01	1278	160.00 ✓	6/13	1289	2,509.32 ✓	6/21
1265*	52.17 ✓	6/04	1280*	500.00 ✓	6/08	1290	6,000.00 ✓	6/27
1267*	283.16 ✓	6/05	1281	2,000.00 ✓	6/11	1291	200.00 ✓	6/25
1268	48.10 ✓	6/05	1282	3,000.00 ✓	6/12	1292	7,324.04 ✓	6/25
1269	5.67 ✓	6/11	1283	600.00 ✓	6/13	1293	500.00 ✓	6/27
1270	5,000.00 ✓	6/04	1284	1,000.00 ✓	6/18	1295*	700.00 ✓	6/29
1272*	2,000.00 ✓	6/01	1285	759.50 ✓	6/18	Total	\$37,605.39	
1275*	731.42 ✓	6/04	1286	731.42 ✓	6/19			

* Indicates a break in check number sequence

Other Withdrawals and Service Fees

Date	Amount	Description
6/01	1,440.60 ✓	AUTOMATED DEBIT - CISCO SYSTEMS LEASE PYMT CO. ID. 1411632858 010601 CCD MISC CAP.72015003AC
6/11	170.25 ✓	COMMERCIAL SERVICE CHARGES FOR MAY 2001
Total	\$1,610.85	

Daily Balance Summary

Dates	Amount	Dates	Amount	Dates	Amount
6/01	12,664.48	6/13	4,016.24	6/25	8,710.60
6/04	5,720.29	6/15	3,477.96	6/26	16,294.10
6/05	5,389.03	6/18	1,718.46	6/27	9,794.10
6/08	9,641.82	6/19	7,120.98	6/29	10,799.10
6/11	7,465.90	6/21	8,134.65		
6/12	4,649.00	6/22	14,134.65		

GREAT NEWS. EFFECTIVE 7/1/01, YOUR QUALIFYING DEPOSIT BALANCE REQUIREMENT TO AVOID MONTHLY ACCOUNT MAINTENANCE FEES WILL BE REDUCED TO \$5,000. QUALIFYING DEPOSIT BALANCES CAN BE MAINTAINED IN THE CUSTOM BUSINESS CHECKING ACCOUNT AND OTHER LINKED FIRST UNION BUSINESS DEPOSIT ACCOUNTS.

Custom Business Checking

03

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Customer Service Information

For questions about your statement or billing errors, contact us at:

Business Checking, CheckCard & Loan Accounts
Commercial Checking & Loan Accounts
TDD (For the Hearing Impaired)

Phone number

1-800-566-3862
1-800-222-3862
1-800-388-2234

Address

FIRST UNION NATIONAL BANK
P.O. BOX 2870
JACKSONVILLE FL 32231

To Balance Your Account

1. Compare your account register to your account statement for unrecorded transactions (such as ATM, CheckCard, Interest earned, fees, etc.) Your new account register total should match the adjusted balance in line 6 below.

2. Write in the closing balance shown on the front of account statement.

3. Write in any deposits you have made since the date of this statement.

4. Add together amounts listed above in steps 2 and 3.

5. In the section to the right, list and total all checks and withdrawals that you have made that are not reported on your account statement. Write in the total here.

6. Subtract the amount in line 5 from the amount in line 4. This is your adjusted balance and should match the balance in Step 1 above.

List Outstanding Checks and Withdrawals

Ck. No.	Amount	Ck. No.	Amount
		Total	

In Case of Errors or Questions About Your Electronic Transfers: Telephone us at 1-800-704-0883 or write to us at FIRST UNION, POST OFFICE BOX 563966, CHARLOTTE NC 28256-3966, as soon as you can, if you think your statement or receipt is wrong or if you need more information about a transfer on the statement or receipt. We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared.

1. Tell us your name and account number (if any).
2. Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe there is an error or why you need more information.
3. Tell us the dollar amount of the suspected error.

We will investigate your complaint and will correct any error promptly. If we take more than 10 business days to do this, we will credit your account for the amount you think is in error. You will have use of the money during the time it takes us to complete our investigation.



Custom Business Checking

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TOTALCOM AMERICA CORPORATION
111 NE 1ST STREET STE 909
MIAMI FL 33132

CB

Custom Business Checking

5/01/2001 thru 5/31/2001

Account number:
Account holder(s): **TOTALCOM AMERICA CORPORATION**
Taxpayer ID Number: **650794532**

Account Summary

Opening balance 5/01	\$12,933.43 ✓
Deposits and other credits	62,588.95 +
Checks	56,069.14 -
Other withdrawals and service fees	2,388.16 -
Closing balance 5/31	\$17,065.08

Deposits and Other Credits

Date	Amount	Description
5/07	337.50 ✓	DEPOSIT
5/08	10,000.00 ✓	FUNDS TRANSFER (ADVICE 010508018744) RCVD FROM COMMERCEBANK N.A./ ORG = GLOBAL TRANSMEDIA COMMUNICATIO RFB = WTR OBI = REF = 20010508132340ID 01:40PM
5/09	1,018.50 ✓	DEPOSIT
5/09	1,554.55 ✓	DEPOSIT
5/09	4,345.20 ✓	FUNDS TRANSFER (ADVICE 010509012686) RCVD FROM CHASE MANHATTAN B/BANCO OCCIDENTAL ORG = BANCO OCCIDENTAL DE DESCUENTO RFB = SWF OF 01/05/09 OBI = /RFB/INVOICE NO.2001 REF = 3006700129FS 11:59AM
5/09	4,345.33 ✓	FUNDS TRANSFER (ADVICE 010509007983) RCVD FROM CHASE MANHATTAN B/BANCO OCCIDENTAL ORG = BANCO OCCIDENTAL DE DESCUENTO RFB = SWF OF 01/05/09 OBI = /RFB/INVOICE NO.2001 REF = 2489300129FS 10:44AM
5/10	3,580.00 ✓	FUNDS TRANSFER (ADVICE 010510020860) RCVD FROM SUN BANK OF MIAMI/ ORG = STANDARD SEAFOOD DE VENEZUELA RFB = OUR REF 0105-47 OBI = REF = 010510007422 02:07PM
5/15	387.20 ✓	DEPOSIT
5/15	6,985.00 ✓	DEPOSIT
5/18	468.68 ✓	DEPOSIT

Deposits and Other Credits continued on next page.



Custom Business Checking

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Deposits and Other Credits *continued*

Date	Amount	Description
5/18	10,000.00	FUNDS TRANSFER (ADVICE 010518033143) RCVD FROM COMMERCEBANK N.A./ ORG = GLOBAL TRANSMEDIA COMMUNICATIO RFB = W T TO OBI = REF = 20010518163522MR 05:03PM
5/22	3,839.86	DEPOSIT
5/22	7,772.57	DEPOSIT
5/24	530.81	DEPOSIT
5/25	603.75	DEPOSIT
5/29	320.00	DEPOSIT
5/31	6,500.00	FUNDS TRANSFER (ADVICE 010531040461) RCVD FROM COMMERCEBANK N.A./ ORG = ANTONIO BRITO OR CARMEN J PARR RFB = WTR OBI = REF = 20010531160349ID 04:47PM
Total	\$62,588.95	

Checks

Number	Amount	Date	Number	Amount	Date	Number	Amount	Date
0000	300.00	5/25	1238	3,552.31	5/15	1254	900.00	5/18
1224*	106.49	5/02	1240*	403.67	5/16	1255	5,000.00	5/25
1227*	10,000.00	5/01	1241	178.67	5/16	1256	890.00	5/29
1228	130.00	5/04	1242	160.00	5/16	1257	100.00	5/25
1229	884.50	5/04	1243	151.38	5/15	1258	1,000.00	5/31
1230	1,000.00	5/02	1245*	2,623.00	5/15	1259	160.00	5/30
1231	130.00	5/09	1246	5,000.00	5/17	1261*	200.00	5/29
1232	3,347.29	5/10	1248*	1,900.00	5/15	1264*	311.00	5/30
1233	1,315.91	5/09	1249	884.50	5/21	1271*	2,000.00	5/31
1235*	1,900.00	5/09	1250	731.42	5/16	1273*	1,500.00	5/31
1236	1,000.00	5/09	1252*	1,234.00	5/15	1274	884.50	5/31
1237	948.71	5/15	1253	5,241.79	5/21	Total	\$56,069.14	

* Indicates a break in check number sequence

Other Withdrawals and Service Fees

Date	Amount	Description
5/01	1,113.17	AUTOMATED DEBIT CISCO SYSTEMS LEASE PYMT CO. ID. 1411632858 010501 CCD MISC CAP.72015003AC
5/04	60.00	OVERDRAFT CHARGE 2 TRANSACTION(S) AT \$30.00
5/07	45.00	DEPOSIT CORRECTIONS DEBIT
5/09	91.13	COMMERCIAL SERVICE CHARGES FOR APRIL 2001

Other Withdrawals and Service Fees continued on next page.

Custom Business Checking

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Other Withdrawals and Service Fees *continued*

Date	Amount	Description
5/24	1,078.86	INTL FUNDS TRANSFER (ADVICE 010524006910) SENT TO FIRST UNION NATIO/THE ROYAL BANK OF BNF= VIVE SYNERGIES I RFB= 010524150156 AMT= 1078.86 CUR=USD RATE= REF= 010524150156 05/24/01 10:25AM

Total \$2,388.16

Daily Balance Summary

Dates	Amount	Dates	Amount	Dates	Amount
5/01	1,820.26	5/10	16,991.02	5/22	22,534.88
5/02	713.77	5/15	13,953.82	5/24	21,986.83
5/04	360.73	5/16	12,480.06	5/25	17,190.58
5/07	68.23	5/17	7,480.06	5/29	16,420.58
5/08	9,931.77	5/18	17,048.74	5/30	15,949.58
5/09	16,758.31	5/21	10,922.45	5/31	17,065.08

TotalCom America, Co.

MARKETING PLAN

The products or services that TotalCom America will render to its clients, are the following:

- Calling Card: for the distribution of massive use, to clients in general. The card distribution will be performed through our own internal structure, to retail centers.
- DLN Corporate: Domestic Long Distance to corporate clients or to people with high traffic volume.
- ILD Corporate: International Long Distance to corporate clients or to people with high traffic volume.
- ADSL: will be marketed towards the sectors of clients in general (massive) and those corporate as well.
- VPN Corporate: Telecommunication Networks or circuits to corporate clients or to people with high traffic volume.
- INTERNET Corporate: ISP services to corporate clients or to people with high traffic volume.

As of today's date, large valuable investments have been made, in the technical context as well as in the administrative one; having a platform ready to initiate operations in a short term.

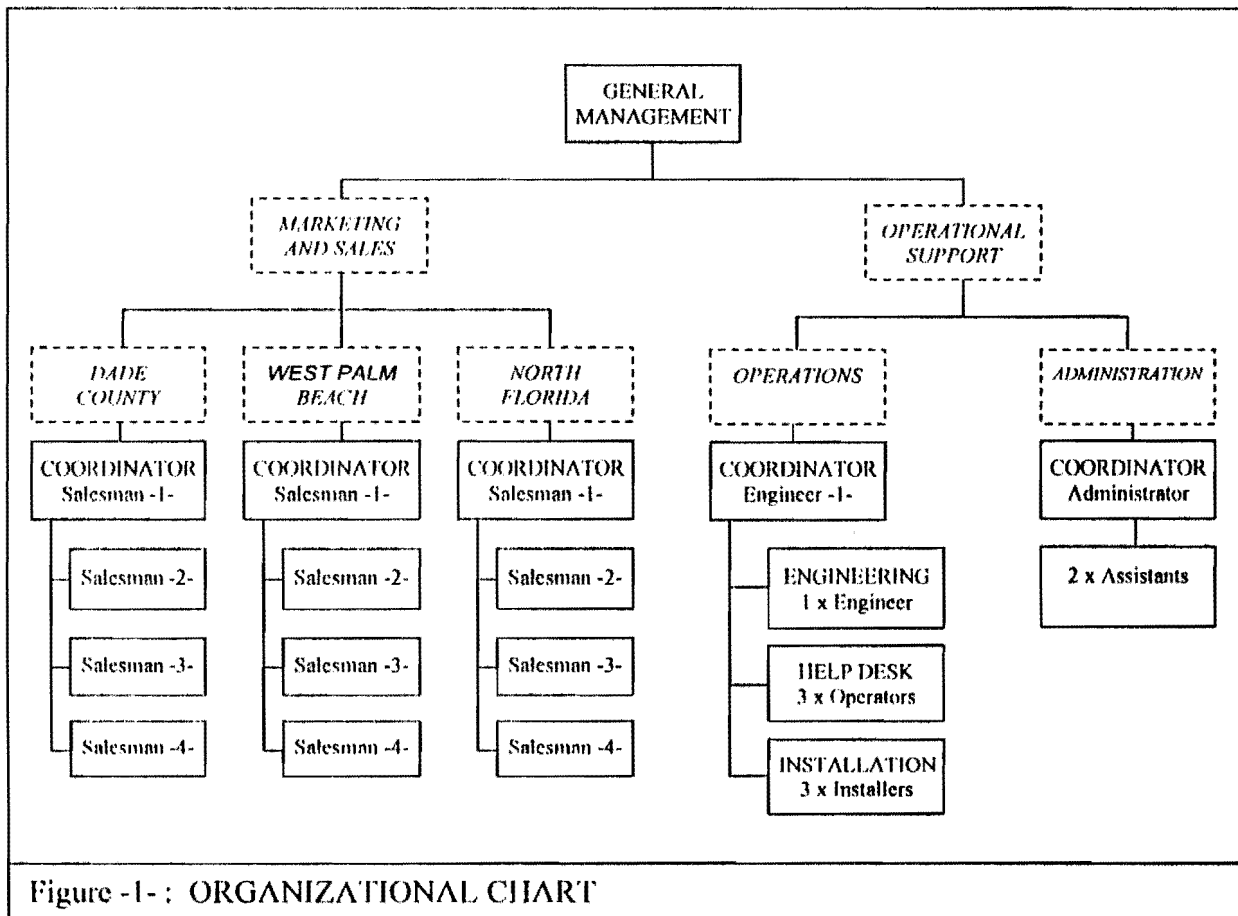
The "Marketing and Sales Plan" has been prepared with a projection of two (2) years, as the base for development and attention in serving the following regions:

- Dade County
- West Palm Beach to the south up to Dade County
- Central Florida: From Orlando to West Palm Beach

These three (3) regions will be developed sequentially and quarterly, in the same order as they have been named. The start for the DADE COUNTY area will take place once the governmental rules are complied with, for which we are applying with this document.

Activities will be executed under an organizational structure, in conformance with the following organizational chart:

Total Com America, Co.



As it can be observed, the organizational structure identified as *OPERATIONAL SUPPORT*, that has been just presented, corresponds to the basic/minimum required for the operation, and its growth will depend on the growth of the sales volume beyond the goals planned for the period 2001-2002.

The sales goal for the year 2001 is US\$2,900,000 and US\$5,700,000 for the year 2002.

In order to achieve the proposed goals in a comprehensive manner for all products/services, it has been estimated that we should start with a sale of four (4) salespersons for each region; specially emphasizing the marketing and sale of the following products:

- Calling Card - DLN - ILD -ADSL - VPN

The Internet product/service will be marketed as the clients' needs are detected and as a main added value for the rest of the products/services.

TotalCom America, Co.

TotalCom America's Master Operational Plan, and consequently the organization, will be implemented according to the following working program:

TotalCom America : Master Plan 2001													
ACTIVITY	MONTH 0	1 st QUARTER			2 nd QUARTER			3 rd QUARTER			4 th QUARTER		
	1	2	3	4	5	6	7	8	9	10	11	12	
To establish Managerial Organization													
Administrative Organization													
Technical Support Organization													
DADE COUNTY Marketing and Sales													
DADE COUNTY Start Operations			●	→									
WEST PALM BEACH Marketing and Sales													
WEST PALM BEACH Start Operations				●	→								
CENTRAL FLORIDA Marketing and Sales													
CENTRAL FLORIDA Start Operations							●	→					



TotalCom America, Co.

INCOME PROJECTION

Sales goal for the period 2001–2002 is as follows:

TotalCom America: Income Plan Period 2001–2002 (US\$)					
	1st QUARTER	2nd QUARTER	3rd QUARTER	4th QUARTER	TOTAL
YEAR 2001					
DADE COUNTY Region	100.000	400.000	400.000	400.000	1.300.000
WEST PALM BEACH Region	-	200.000	400.000	400.000	1.000.000
CENTRAL FLORIDA Region	-	-	200.000	400.000	600.000
Total Year 2001 ...	100.000	600.000	1.000.000	1.200.000	2.900.000
YEAR 2002					
DADE COUNTY Region	450.000	450.000	520.000	520.000	1.940.000
WEST PALM BEACH Region	450.000	450.000	520.000	520.000	1.940.000
CENTRAL FLORIDA Region	400.000	450.000	450.000	520.000	1.820.000
Total Year 2002 ...	1.300.000	1.350.000	1.490.000	1.560.000	5.700.000

Total Com America, Co.

Resume of Maria I. Brito

- **Education:**

From October 1983 Spanish Academy of Management Sciences of Santa Cruz de Tenerife
Until June 1984 (Spain).

From October 1984 Technician in Tourist Companies, in the School of Tourism of Santa
Until June 1985 Santa Cruz de Tenerife (Spain).

- **Professional Experience**

From January 1988 Director of Purchases of Royal Musical Canarias.
Until November 1995 The activity of this company develops in the segment of the classical music, musical Instruments, publications, disks, musical education, etc. Their main points of purchases are C.E.E., Czech Republic and South Korea.

From December 1995 Director of Purchases and International Representative of Zulia
Until June 1997 Electronica, C.A., Trunkline, C.A., and TDM, C.A. Group of Venezuelan companies of the segment of the telecommunication the two first and transportation and distribution of goods last. She manages the administration of purchases of these companies. The purchase points of these companies are U.S.A and the C.E.E.

From June 1997 General Administrator of Miami Worlwide Trading.
Until today This company is in the telecommunication business since 1992. Its main activity is telecommunication equipment and technical support export to customers in Latin America and Europe.

TotalCom America, Co.

Resume of: **Socrates A. Romay I.**

Computer Engineer

I. - PERSONAL INFORMATION

First Name and Last Name: Socrates Alfredo Romay Inciarte
Home Address: 16255 Emerald Cove Rd. Weston. Florida 33331
Telephones: (954) 349-9514 (Home)
(305) 372-3400 (Business)
E-Mail: socrates@totalcom.net
Profession: Computer Engineer
Languages: English / Spanish

II.- EDUCATION

PRIMARY EDUCATION: Maristas College (First to Sixth Grade)
September 1976 to July 1982
Degrees obtained: Primary Education Certificate
High School Education: Latin Institute
October 1982 to July 1987

HIGHER EDUCATION:
University: "Rafael Urdaneta"
Place: Maracaibo – Zulia State – Venezuela
Faculty: Engineering
Computer School: Computer Engineer
University Degree: Computer Engineer
Special Degree Work: "Expert System for Diagnose of Equipment Faults IBM PC and Compatible"

FOURTH LEVEL STUDIES:

University: "Rafael Urdaneta"
Faculty: Administration
School: Administration
Degree Course: Msc. In Business Administration

Total Com America, Co.

III. - EXPERIENCE OBTAINED

PROGRAMMING LANGUAGES:

- ASSEMBLER 8086-8088
- ASSEMBLER Z-80
- BASIC
- "C"
- COBOL
- HTML V.X
- LEVEL FIVE
- PASCAL
- PROLOG
- JAVA
- ABAP 4
- PERLS
- Others

COMMERCIAL PACKAGE:

- MICROSOFT OFFICE 4.2,95,97, 2000
- PERFECT OFFICE V 3.0
- PURCHASE MASTER
- SALOMON
- SAP /R3
- Others

GRAPHIC DESIGNS:

- ABC GRAPHICS SUITE
- ADOBE PAGE MAKER V.6.X
- ADOBE PHOTO SHOP V.X
- COREL DRAW V.X
- VISIO V.X
- ULEAD PHOTOIMPACT
- IMAGE COMPOSER
- Others

Total Com America, Co.

- Curse Voiceware Platform. Hotel Sheraton, West Palm Beach. February 2000
- Curse Cisco Systems, Introduction Configuration Router. May 2000
- Curse Microsoft Windows 2000 Installation and Configurations. May 2000
- Curse Microsoft Windows 2000 Web Server Migration and Coexistence. January, 2001.
- And Others.

VI. - WORK EXPERINCE

WORK PERFORMED IN PREVIOUS JOB:

Title: Vice-President of Technology

Company Name: Miami Worldwide Trading, Project: Total Com America, Worldwide Net Comm

June , 1998- today's date. Miami, Florida

Title: Technical Support Analyst. April 1996-January 1997

Company Name: C.V.G. International America Inc. Miami, Florida.

Title: Manager of Microcomputer and Technological Advisor. July 1994- July 1996

Company Name: Bank Occidental de Descuento, S.A.C.A.

Title: Novell Netware / Windows 3.0, 3.1, 3.11 / Office Tools Teacher. July -1994 - February 1996. Company Name: Bank Occidental de Descuento, S.A.C.A.

Title: President

Company Name: Romay Computers. July 1992- July 1994

Title: Chief of Data Processing Unit and Technological Advisor. June 1993- June 1994

Company Name: Institute of Technological Pedro Emilio Coll.

Title: Systems Analyst. June 1992- May 1993

Company Name: Xyber Systems, Corp.

Title: Database Teacher. June 1992- May 1993

Company Name: Institute of Technological Pedro Emilio Coll.

Total Com America, Co.

VII. - TRASLATION (TITLE)

Let it be Know that, the citizen Socrates Alfredo Romay Inciarte, holder of I.D. Card No. 9.762.964., candidate to Title of Computer Engineer Has fulfilled all the required by the Law to obtain it, and for that reason by Name of the Republic and by Authority of Law, I bestow upon him the Title of:

COMPUTER ENGINEER

Take account of this upon at the secretarial office of this University, and held in the entire Republic.

SOCRATES ALFREDO ROMAY INCIARTE

As such Computer Engineer with all rights bestow by Law, on behalf of with I undersign the present diploma a long with the secretary I the dean and two professors of this University in Maracaibo on the twenty first day of the month of the year Nine Hundred and Nine Three.

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IV. - PUBLICATIONS

- Handbook for INFORMIX SQL AND 4GL USERS
- Handbook for UNIX USERS
- Handbook for Users, "C" LANGUAGE FOR PROFESSIONALS
- Handbook on WINDOWS FOR THE USERS
- Handbook on NETWORK FUNDAMENTALS
- Handbook to ADMINISTRATIVE NOVELL 3.11 AND 3.12 NETWORKS
- Special degree work to opt for the degree of Computer Engineer. EXPERT SYSTEM FOR DIAGNOSE OF EQUIPMENT FAULTS IBM PC AND COMPATIBLE

V. - COURSES AND OTHERS PERSONAL AWARDS

- Finalist of 8th Olympic contest on Venezuelan Math, CENAMEC 1985
- Finalist of 4th Olympic contest on Venezuelan chemistry, CENAMEC 1986
- Finalist of 10th Olympic contest on Venezuelan Math, CENAMEC 1987
- Student English at C.E.V.A.Z. (Venezuelan American of Zulia Center Education)
- Applied and electronic participant at the Computers Symposium. BANCOMARA, May 1993
- Course of operator of ham radio Class B. Certificate No. 43315, May 1990
- Ham Operator with the acronyms YV-1-GEC
- Course of Operation and Computer Programming BASIC and COMBOL, May 1987-88
- Participant at Seminar on Computation, Place Hotel Del Lago, Maracaibo, August 1993
- Participation at Seminar of ORACLE de Venezuela, September 1994
- NetWare Administration. Place University Los Andes, August 1994
- Participant of Corporate Connection '94. Place Hotel Tamanaco, Caracas, July 1994
- Course Supporting Windows NT. Place Fin de Siglo, Maracaibo, December 1994
- First Scientific Symposium on Administration. Place L.U.Z., Maracaibo, November 1991
- Course of INFORMIX SQL and 4-GL, Place XIBER, Maracaibo, 1993
- Computer Assembling, Place Maracaibo, 1993
- Course of Modeling and Design of Data Base, Place ORACLE, Maracaibo 1993
- Course of ORACLE SQL FORMS, SQL MENU, SQL REPORT, Place ORACLE, Maracaibo, 1993
- Course ORACLE SQL PLUS and PL/SQL. Place Maracaibo, 1993
- Course MICROSOFT PROJECT. Place Bank Occidental de Descuento, Maracaibo, 1995

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- Customization Course DP-500 UNISYS. Place Bank Occidental de Descuento , Maracaibo 1995
- INCE Course, Methodology on teaching occupations inside the company. Place Bank Occidental de Descuento, Maracaibo, 1995
- INCE Course. Capacitating and Training for Supervisors. Place Bank Occidental de Descuento, Maracaibo, 1995.
- Meeting in Telecommunications. Place Hotel Del Lago, Maracaibo, 1996
- Tools to create from IBM. Place Hotel Eurobuilding, Caracas, November 1994
- New ways to do things Hewlett Packard. Place Quinta La Esmeralda, Caracas, February 1995
- OS/2 Warp the IBM, Place Hotel Tamanaco, Caracas, March 1996
- FBA Navigator UNYSIS, Place UNYSIS, Caracas March 1996
- MOSAIC ISC Bunkers Ramo Olivetti. Place ISC, Caracas March 1996
- MCI Network, Place: Hotel Radisson, Miami, 1996
- BellSouth Network, Place: Hotel Radisson, July 1996
- AT&T Seminar. Emerging Technologies. Place Hotel Inter-Continental. Miami, FL. March 1997
- Cisco Seminar. Place: Hotel Biltmore. March 1997
- Lan Art Bandwidth on Demand. Place: Hotel Sheraton, Fort Lauderdale, FL. April 1997
- Microsoft. Technology Tour Spring 1997. Place: Mall Miracle Mile, Miami, FL. May 1997
- National Instrument. SCADA process. Hotel Sheraton, Fort Lauderdale, FL. May 1997
- National Instrument. Using Advanced PC Technologies, Hotel Sheraton. Fort Lauderdale, FL. October 1997.
- Net-Comm. Place: Broward Convention Center. June 1997
- Intele-Card. Seminar Switching Platforms. Place: Fontainebleau Hilton Hotel. November 1997
- CONDEX, Miami Convention Center. Miami, December 1996
- CONDEX , Miami Convention Center. Miami, December 1997
- 3 Com Seminar "Enterprise Manager". Embassy Suite. Ft Lauderdale, March. 1998
- ECI Telematics DTX-360 and ACP-50. Miami, FL. June 1998
- Net-Comm. Place: Broward Convention Center. April 1998
- ExpoCom '99. Madrid. Spain. June 1999
- Network Security Cisco Systems. July 1999
- ATM Fundamentals Cisco Systems. July 1999
- WAN Networking Cisco Systems. July 1999
- Routing Cisco Systems
- Cisco 3810 Technical Presentation
- Course SAP/R3, Maracaibo, Venezuela. DESCA. August 1999
- Course ABAP 4, Maracaibo, Venezuela. DESCA. November 1999
- CONDEX, Miami Convention Center. Miami. November 1999
- Course E-Commerce Hotel Sheraton, Fort Lauderdale. November 1999

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- COMPAQ PROLIANT SERVER DUAL PROCESSOR
- COMPAQ PROSIGNIA SERVER 500
- IBM PC SERVER 500
- FAMILY H.P. SERVERS.

ROUTER UTILIZED:

- MP ROUTER. MOTOROLA
- CISCO ROUTER AND SWITCH
- ASCEND (ROUTER AND TELECOMMUTING)

WEB TOOLS:

- FRONT PAGE 97, 98, 2000
- MICROSOFT INTERNET INFORMATION SERVER
- MICROSOFT COMMERCIAL INTERNET SERVER
- COREL WEB DESING
- HTML V.X.
- FIREWALL BODERWARE
- RAPTOR EAGLE FIREWALL
- JAMBA
- NET FUSION
- COLD FUSION
- APACHE
- Others.

TECHNOLOGICAL ADVISOR:

- Active Participant In Meeting of G.E.S.I. (System Manager Information)
- Consultant to Beta Electronic Co. Attn. Alberto Diaz
- Consultant C.A. De Seguros La Occidental, Attn. Lesley Sanchez
- Consultant to Bank Occidental de Descuento, Attn. William Peña
- Consultant to Gaffury Systems, Attn. Luis Gaffury
- Consultant to Jesus Enrique Lossada Institute, Attn. Amansio Jr. Ojeda
- Consultant to Merocha System Co., Attn. Jose Blanco
- Consultant to Re Engineering Co., Attn. Domingo Fossi
- Consultant to Regional Housing Institute, Attn. Vivian Ramirez
- Fluid And Drilling Studge Co. , Attn. Marielba Reyes
- I.U.T.E.P.E.C. Attn. Carlos Acosta
- Tuchman MediTours. Att. Eddy Tuchman

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DATABASE:

- ORACLE
- INFOMIX
- PROGRESS
- MICROSOFT SQL
- FOX-PRO V.X

OPERATIVE SISTEMES:

- MS-DOS V.X
- NetWare NOVELL 2.X
- NetWare NOVELL 3.X
- NetWare NOVELL 4.X
- OS/2 V 3.0 Warp
- SCO UNIX
- SCO XENIX SYSTEM V
- SUN SOLARIS
- ULTRIX
- UNIX INTERACTIVE
- WINDOWS 3.X
- WINDOWS 95
- WINDOWS 98
- WINDOWS NT SERVER V.X
- WINDOWS NT WORKSTATION V.X
- WINDOWS WORK GROUP
- WINDOWS 2000 ADVANCED SERVER
- WINDOWS 2000 PROFESSIONAL

BACKUP:

- CHEYENE ARC SERVE FOR NetWare AND WINDOWS NT
- SURE STORE FOR WINDOWS 95/NT

COMPUTERS UTILIZED:

- IBM PC, AT, PS/2 AND COMPATIBLES FROM 8086 TO PENTIUM III Xeon
- MINI VAX DIGITAL
- SUN
- BURROGHS B-1900
- IBM AS/400 MOD. 530
- APPLE MACINTOSH
- SILICON GRAPHICS WEB FORCE

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Resume of: **Antonio Eduardo Brito Mosquera**
Title: **Vice President**

Age: 34 years

Born in Caracas (Venezuela)

Electronic Engineer – 1990
Rafael Urdaneta University (Maracaibo)

Married, 3 children

- 1984: Courses at UCF (USA)
English and Academic Preparation
(1 year)
- 1989: Establishment of the corporation named MENCA (Montajes y Mantenimientos
Electromecánicos C.A.) [Electromechanical Assembly and Maintenance]
Appointed vice-president, obtaining 25% of shares.
- 1990: Projects and Execution of electromechanical works
Hotel del Lago Maracaibo \$3,680,000.00
- 1994: Project and execution of the industrial facilities of the Frigorífico Industrial
Bolívar (Perija – Edo. Zulia) \$4,260,000.00
- 1995: Establishment of TDM DE VENEZUELA.
Dedicated to heavy transportation.
Appointed President. Currently has 15% of shares.
- 1996: Belongs to the Board of Directors of ZULIA ELECTRONICA, C.A.
Appointed Vice-president.
Acquired 15% of the company shares.
- 1996: Appointed Vice-president of TELECOMUNICACIONES TRUNKLINE, C.A.
Acquired 15% of the company shares.
- 1996: Courses in Management and Business Administration.
At the IESA VENEZUELA
Duration: Two (2) months.

Total Com America, Co.

1997: Projects and establishment of corporations in the USA, TOTALCOM AMERICA.
Responsible for all international traffic and carrier relationships.

1997: Appointed President of TOTALCOM VENEZUELA, C.A.
Acquired 15% of the company shares.

2000: Investments in TOTALCOM AMERICA.
Appointed Vice-president.
Acquired 15% of the company shares.

Approximate assets between USA, Venezuela and Spain, \$2,150,000.00

Total Com America, Co.

Resume of: **Antonio Brito Almenara**
Title: **President**

Age: 64 years

Born in Tenerife, Canary Islands (Spain)

Naval Engineer – 1957
Santa Cruz Tenerife Naval Academy (Canary Islands)

Married, 6 children; 4 adults and 2 minors

1960, VENEZUELA: Founder of the Corporation ZULIA ELECTRONICA, C.A.
(Telecommunications) in charge of rendering services to Oil companies
and banks.
Appointed President, acquiring 50% of shares.
Currently has 85%

1962: Course, PYE Telecom CAMBRIDGE, United Kingdom
In reference to Multichannels, telecontrol and telemeasurement systems.
Duration: Three (3) months.

VENEZUELA 1963: Course in Business Administration
At Zulfa University
Duration: Three (3) months

1964: Course in Pelapone, United Kingdom
In reference to mechanical UPS equipment of absolute continuity, including
Diesel engines; this equipment was installed in Venezuela on that date.
Duration: Fifteen (15) days

1965: Development of a National Microwave System (multichannel) with PYE equipment,
in the whole country, to be used by the Oil industry, Banks and industries in general.
Investment \$3,480,000.00

1970: Establishment of the corporation named Sistemas Rurales de Venezuela [Venezuelan
Rural Systems], to the service of milk processing and agricultural industries.

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- 1986: Establishment of the corporation named Comercio Marítimo KUBAGUA.
A corporation dedicated to tuna fishing with ships in the Pacific Ocean, having two (2) ships of four hundred (400) tons each, owing 65% of said corporation.
It was sold to a Panamanian Group in 1980.
- 1992: Creation of the MIAMI WORLDWIDE TRADING CO. USA., a corporation dedicated to exports and imports.
- 1996: Creation of the corporation named TELECOMUNICACIONES TRUNKLINE, C.A., dedicated to trunk communication systems and currently has four thousand (4,000) subscribers.
Appointed President, acquiring 60% of shares.
- 1998: Establishment of the corporation named Comunicaciones Móviles MOVITEL, C.A., dedicated to render telecommunication outsourcing services to Petróleos de Venezuela (PDVSA), throughout the National Territory.
The investment was of \$12,000,000.00 with ERICSSON equipment and it was financed by BBV of London. ZULIA ELECTRONICA, C.A. has 50% of shares in this corporation.
- 1999: Establishment of TOTALCOM AMERICA,
Dedicated to National and International Long Distance telecommunications, being based in the USA, with offices in TOTALCOM VENEZUELA, C.A. (Caracas) and TOTALCOM EUROPA (Madrid).
Approximate investment of the group, 5.5 million dollars.

Assets in Investments in corporations, Real Estate, etc.
USA, Venezuela and Spain, approximately \$12,500,000.00

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Resume of Antonio F. Izquierdo.

• Education :

- From October 1976
Until May 1982
- Licensed Spanish Merchant Marine Officer, Spanish Merchant Marine Academy of Tenerife (Spain).
Spanish Merchant Marine and technical preparation on board of Spanish Merchant ships. In Spain, these studies have the same academic level as Engineering.
- January 1986
- Course of Formation for the Manager. Confederation of Managers Tenerife of the Small and Medium Companies. (Spain).
- From January 1986
Until March 1986
- Course of Management and Development of Small and Medium companies. Ministry of Work and Social Security. National Institute of Employment,. Santa Cruz of Tenerife (Spain).
- From October 1986
Until December 1986
- Sales and Marketing. Ministry of Work and Social Security. National Institute of Employment. Santa Cruz de Tenerife (Spain).
- From January 1997
Until February 1997
- Management of Communications and Corporate Image. Institute of Superior Studies of Administration (IESA). Caracas (Venezuela).

• Professional Experience:

- From May 1987
Until April 1989*
- Sub-Director of Warehouse, of Deposits Almacenes Numero Uno, S.A. Company established in Canary Islands (Spain). It is a franchise system in the segment of clothes and house furnishing with 150 stores in all the geography and around 2.000 employees.*
- From April 1987
Until September 1992
- General Coordinator of Automatic Systems. In April 1989 Depositos Almacenes Numero Uno, S.A. began the process of installation and setting in progress of the automatic system by means of computers, that administers all the functions of the

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company. His function was coordinate the installation, setting in progress, tracking and improvement as much the automatic systems as physical work.

From September 1992
Until November 1995

Director of the Department of Transports of Depositos Almacenes Numero Uno, S.A. His work was the tracking of the goods purchased. Set up and tracking of the transportation and insuring the merchandise from factory to the warehouse of the company and the posterior distribution (with own means) to the different points of sale to the final user.
The company purchases are carried out in America, Africa, Asia and Europe.

From December 1995
Until June 1997

General Coordinator and Manager of Communications of Zulia Electronica, C.A., Trunkline, C.A. and TDM, C.A. Group of Venezuelan companies of the segment of the telecommunication the first, and transportation and distribution of goods the last. He realizes the management of operations and communications between the different departments of the companies of the group.

From June 1997
Until July 2000

General Manager of Miami Worldwide Trading. This company is in the telecommunication business since 1992. Its main activity is telecommunication equipment and technical support export to customers in Latin America and Europe.

From July 2000
Until Today

Director of Totalcom America Corporation.