

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

3500 North Causeway Boulevard

Suite 1442

Metairie, Louisiana 70002

Telephone: (504) 832-1984

Facsimile: (504) 831-0892

Leon L. Nowalsky
Benjamin W. Bronston
Edward P. Gothard

Monica Borne Haab
EllenAnn G. Sands
Bruce C. Betzer

March 8, 2002

Via Overnight Delivery

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, FL 32399-0850

RE: **WS Telecom, Inc. d/b/a eXpeTel Communications**

020200-TZ

Dear Sirs:

Enclosed please find an original and six (6) copies of Application Form for authority to provide interexchange telecommunications service within the State of Florida, submitted on behalf of WS Telecom, Inc. d/b/a eXpeTel Communications. Also enclosed is the requisite \$250.00 filing fee.

Please acknowledge receipt of this filing by returning a date stamped copy of this letter in the self-addressed envelope provided.

Thank you for your assistance. Please call with any questions.

Sincerely,



Monica Borne Haab

Enclosure

DOCUMENT NUMBER - DATE
02777 MAR 11 8
FPSC-COMMISSION CLERK

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

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

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

Instructions

- ◆ This form is used as an application for an original certificate and for approval of assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Page 16).
- ◆ Print or Type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

**Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770**

Note: **No filing fee is required** for an assignment or transfer of an existing certificate to another company.

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

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

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

WS Telecom, Inc.

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

eXpeTel Communications

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

WS Telecom, Inc. d/b/a eXpeTel Communications

2506 Lakeland Drive, Suite 405

Flowood, Mississippi 39232

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

None.

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

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

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

7. Structure of organization;

- | | |
|-------------------------|-------------------------|
| () Individual | (X) 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:

Certificate of Authority attached as Exhibit A.

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

F01000006171 (Mississippi Corporation)

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:**

G02002800088

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): 64-0937496

16. Provide the following (if applicable):

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

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

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

(c) How is this information provided?

Bills will be mailed in paper form with information provided.

17. Who will receive the bills for your service?

- (X) Residential Customers (X) Business Customers
() PATs providers () PATs station end-users
() Hotels & motels () Hotel & motel guests
() Universities () Universities dormitory residents
() Other: (specify) _____

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

(a) The application:

Name: Monica Borne Haab

Title: Attorney - Nowalsky, Bronston & Gothard

Address: 3500 N. Causeway Blvd., Suite 1442

City/State/Zip: Metairie, Louisiana 70002

Telephone No.: (504) 832-1984 **Fax No.:** (504) 831-0892

Internet E-Mail Address: mborne@nbglaw.com

Internet Website Address: _____

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

Name: Wade Spooner

Title: President

Address: 2506 Lakeland Drive, Suite 405

City/State/Zip: Flowood, MS 39232

Telephone No.: (601) 664-1008 Fax No.: (601) 664-1190

Internet E-Mail Address: wspooner@expetel.com

Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name: Dolly Carter

Title: Sr. Manager, Customer Service

Address: 2506 Lakeland Drive, Suite 405

City/State/Zip: Flowood, MS 39232

Telephone No.: (601) 664-1008 Fax No.: (601) 664-1190

Internet E-Mail Address: _____

Internet Website Address: _____

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

Mississippi

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

Alabama and Louisiana

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

Mississippi

(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.

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.

None.

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

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

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

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

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

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

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

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

i. **Travel service**

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

j. **900 service**

k. **Operator services**

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

1. **Services included are:**

- _____ Station assistance
- _____ Person-to-person assistance
- _____ Directory assistance
- _____ Operator verify and interrupt
- _____ Conference calling

22. Submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed).

Tariff attached as Exhibit B.

23. Submit the following:

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

Attached as Exhibit C.

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

Attached as part of Exhibit C.

C. Financial capability.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements attached as Exhibit D. The Company does not have audited statements available.

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:

All statements contained in Exhibit E.

1. **A written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. **A written explanation** that the applicant has sufficient financial capability to maintain the requested service.
3. **A written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

THIS PAGE MUST BE COMPLETED AND SIGNED
APPLICANT ACKNOWLEDGMENT STATEMENT

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

UTILITY OFFICIAL:

<u>Wade Spooner</u> Print Name	<u><i>Wade Spooner</i></u> Signature
<u>President</u> Title	<u>11/20/09</u> Date
<u>(601) 664-1008</u> Telephone No.	<u>(601) 664-1190</u> Fax No.

Address: 2506 Lakeland Drive, Suite 405
Flowood, Mississippi 39232

THIS PAGE MUST BE COMPLETED AND SIGNED

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be provided in one of the following ways (applicant, please check one):

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

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

UTILITY OFFICIAL:

Wade Spooner
Print Name

Wade Spooner
Signature

President
Title

11/20/01
Date

(601) 664-1008
Telephone No.

(601) 664-1190
Fax No.

Address: 2506 Lakeland Drive, Suite 405
Flowood, Mississippi 39232

THIS PAGE MUST BE COMPLETED AND SIGNED

AFFIDAVIT

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

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

UTILITY OFFICIAL:

Wade Spooner

Print Name

Wade Spooner

Signature

President

Title

11/20/01

Date

(601) 664-1008

Telephone No.

(601) 664-1190

Fax No.

Address: 2506 Lakeland Drive, Suite 405

Flowood, Mississippi 39232

CURRENT FLORIDA INTRASTATE SERVICES

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

If the answer is has, fully describe the following:

a) What services have been provided and when did these services begin?

b) If the services are not currently offered, when were they discontinued?

UTILITY OFFICIAL:

Wade Spooner
Print Name

Wade Spooner
Signature

President
Title

11/20/01
Date

(601) 664-1008
Telephone No.

(601) 664-1190
Fax No.

Address: 2506 Lakeland Drive, Suite 405
Flowood, Mississippi 39232

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:

Print Name

Signature

Title

Date

Telephone No.

Fax No.

Address:

EXHIBIT A

ARTICLES OF INCORPORATION
AND
CERTIFICATE OF AUTHORITY

State of Florida



Department of State

I certify from the records of this office that WS TELECOM, INC., is a corporation organized under the laws of Mississippi, authorized to transact business in the State of Florida, qualified on November 30, 2001.

The document number of this corporation is F01000006171.

I further certify that said corporation has paid all fees due this office through December 31, 2001, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fourth day of December, 2001



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

FD 000006171

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

400004700454--0
-11/30/01--01057--005
*****78.75 *****78.75

SUBJECT: WS TELECOM, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

SHEREE WEST

(Name of Person)

NOWALSKY, BRONSTON & GOTHARD, APLLC

(Firm/Company)

3500 NORTH CAUSEWAY BLVD., SUITE 1442

(Address)

METAIRIE, LOUISIANA 70002

(City/State and Zip code)

For further information concerning this matter, please call:

SHEREE WEST

(Name of Person)

at (504) 832-1984

(Area Code & Daytime Telephone Number)

FILED
01 NOV 30 PM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

mtw
12/4

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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.

1. WS TELECOM, 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. MISSISSIPPI 3. 64-0937496
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. FEBRUARY 8, 2001. 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2506 LAKELAND DRIVE, SUITE 405
(Principal office address)

FLOWOOD, MISSISSIPPI 39232
(Current mailing address)

8. THE SALE OF TELECOMMUNICATIONS SERVICES AND PRODUCTS.
(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 E. Park Avenue

Tallahassee, Florida 32301
(City) (Zip code)

FILED
01 NOV 30 PM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

By: _____
(Registered agent's signature)

SEE ATTACHED

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.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

NRAI Services, Inc. having been named as registered agent and to accept service of process for the aforementioned corporation at the place designated in this application, hereby accepts the appointment as registered agent and agrees to act in this capacity. NRAI Services, Inc. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and NRAI Services, Inc. is familiar with and accepts the obligations of its position as registered agent.

Dated: 11/26/01

NRAI Services, Inc.

Charles A. Coyle

Charles A. Coyle - Assistant Secretary

FILED
01 NOV 30 PM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: WADE SPOONER

Address: 2506 LAKELAND DRIVE, SUITE 405'

FLOWOOD, MS 39232

Vice Chairman:

Address:

Director: TED PARSONS

Address: 2506 LAKELAND DRIVE, SUITE 405'

FLOWOOD, MS 39232

Director:

Address:

B. OFFICERS

President: WADE SPOONER

Address: 2506 LAKELAND DRIVE, SUITE 405'

FLOWOOD, MS 39232

Vice President: TED PARSONS

Address: 2506 LAKELAND DRIVE, SUITE 405'

FLOWOOD, MS 39232

Secretary:

Address:

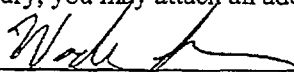
Treasurer:

Address:

FILED
01 NOV 30 PM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. WADE SPOONER, CHAIRMAN/PRESIDENT

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

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on February 08, 2001 the state of Mississippi issued a Charter/Certificate of Authority to:

WS TELECOM, INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is Perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
November 16, 2001

Eric Clark

ERIC CLARK,
Secretary of State

FILED
NOV 30 PM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION FOR REGISTRATION OF FICTITIOUS NAME
Note: Acknowledgements/certificates will be sent to the address in Section 1 only.

Section 1

1. eXpetel Communications
Fictitious Name to be Registered

2. 2506 Lakeland Drive, Suite 405
Mailing Address of Business
Flowood, Mississippi 39232
City State Zip Code

3. Florida County of principal place of business: Leon
Tallahassee

4. FEI Number: 64-0937496

6020029000000
-01/02/02-01008-044
###60.00

This space for office use only

Section 2

A. Owner(s) of Fictitious Name if Individual(s): (Use an attachment if necessary):

1. Last _____ First _____ M.I. _____ Address _____ City _____ State _____ Zip Code _____ SS# _____ (optional)	2. Last _____ First _____ M.I. _____ Address _____ City _____ State _____ Zip Code _____ SS# _____ (optional)
--	--

B. Owner(s) of Fictitious Name if other than individuals(s): (Use attachment if necessary):

1. <u>WS TELECOM, INC.</u> Entity Name <u>2506 Lakeland Drive, Suite 405</u> Address <u>Flowood, MS 39232</u> City State Zip Code Florida Registration Number _____ FEI Number: <u>64-0937496</u> <input type="checkbox"/> Applied for <input type="checkbox"/> Not Applicable	2. _____ Entity Name Address _____ City _____ State _____ Zip Code _____ Florida Registration Number _____ FEI Number: _____ <input type="checkbox"/> Applied for <input type="checkbox"/> Not Applicable
--	---

FO1000006171

Section 3

I (we) the undersigned, being the sole (all the) party(ies) owning interest in the above fictitious name, certify that the information indicated on this form is true and accurate. I (we) understand that the signature(s) below shall have the same legal effect as if made under oath. (At least One Signature Required)

[Signature] Signature of Owner Date 11/24/01
Phone Number: 601-664-1008

Signature of Owner Date _____
Phone Number: _____

Section 4

FOR CANCELLATION COMPLETE SECTION 4 ONLY:
FOR FICTITIOUS NAME OR OWNERSHIP CHANGE COMPLETE SECTIONS 1 THROUGH 4:

I (we) the undersigned, hereby cancel the fictitious name _____
_____, which was registered on _____ and was assigned registration number _____

Signature of Owner Date _____

Signature of Owner Date _____

Mark the applicable boxes Certificate of Status - \$10 Certified Copy - \$30
Filing Fee: \$50

JAM
1/2/02

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

MISSISSIPPI CORPORATION INFORMATION SYSTEM

Corporation Name:
WS TELECOM, INC.

Corp ID: 0697813
Filed: 02/08/2001 AT 8:00 A. M.

Filing Fee Receipt: \$50.00



SECRETARY OF STATE
P.O. Box 136
Jackson, MS 39205
(601) 359-1333

Eric Clark

ERIC CLARK
Secretary of State

Articles of Incorporation

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0001-1-2

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Incorporation

JK

The undersigned, pursuant to Section 79-4-2.02 (if a profit corporation) or Section 79-11-137 (if a nonprofit corporation) of the Mississippi Code of 1972, hereby executes the following document and sets forth:

1. Type of Corporation

⇒ Profit Nonprofit

2. Name of the Corporation

⇒ WS Telecom, Inc.

3. The future effective date is
(Complete if applicable)

Upon filing



⇒ 4. FOR NONPROFITS ONLY: The period of duration is years or perpetual

5. FOR PROFITS ONLY: The Number (and Classes) if any of shares the corporation is authorized to issue is (are) as follows

Classes	# of Shares Authorized	If more than one (1) class of shares is authorized, the preferences, limitations, and relative rights of each class are as follows:
⇒ Common	40,000,000	(See Attached)
⇒		

6. Name and Street Address of the Registered Agent and Registered Office is

⇒ Name: G. Michael Massey

⇒ Physical Address: 3003 Lakeland Cove, Suite E

⇒ P.O. Box: 13664

⇒ City, State, ZIP5, ZIP4: Jackson MS 39208 -

7. The name and complete address of each incorporator are as follows

⇒ Name: G. Wade Spooner

⇒ Street: 100 Woodglen Place

This page conforms with the duplicate original filed with the Secretary of State.

Eric Clark
Secretary of State

F0001 - Page 2 of 2
0001-2-2

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Incorporation

⇒ City, State, ZIP5, ZIP4

⇒ Name

⇒ Street

⇒ City, State, ZIP5, ZIP4

⇒ Name

⇒ Street

⇒ City, State, ZIP5, ZIP4

⇒ Name

⇒ Street

⇒ City, State, ZIP5, ZIP4


⇒ Name

⇒ Street

⇒ City, State, ZIP5, ZIP4

⇒ 8. Other Provisions Sec Attached

9. Incorporators' Signatures (please keep writing within blocks)

This page conforms with the duplicate original filed with the Secretary of State.
Eric Clark
Secretary of State

EXHIBIT B

PROPOSED TARIFF

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 WS Telecom, Inc. d/b/a eXpeTel Communications with principal offices at 2506 Lakeland Drive, Suite 405, Flowood, Mississippi 39232. 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: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

CHECK SHEET

The sheets listed below, which are 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 of the bottom of this page.

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

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

TABLE OF CONTENTS

Title Sheet.....	1
Check Sheet.....	2
Table of Contents.....	3
Symbols Sheet.....	4
Tariff Format Sheets.....	5
Section 1 - Technical Terms and Abbreviations.....	6
Section 2 - Rules and Regulations.....	7
Section 3 - Description of Service.....	12
Section 4 - Rates.....	16

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

SYMBOLS SHEET

The following are the only symbols used for the purposes indicated below:

D - Delete Or Discontinue

I - Change Resulting In An Increase To A Customer's Bill

M - Moved From Another Tariff Location

N - New

R - Change Resulting In A Reduction To A Customer's Bill

T - Change in Text Or Regulation But No Change In Rate Or Charge

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

TARIFF FORMAT SHEETS

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

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

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

- 2.
- 2.1.
- 2.1.1.
- 2.1.1.A.
- 2.1.1.A.1.
- 2.1.1.A.1.(a).

D. Check Sheets - When a tariff filing is made with the FPSC, 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 pages 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 page if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some pages). 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 FPSC.

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to the Company's network switching center.

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

Company or Carrier - WS Telecom, Inc. d/b/a eXpeTel Communications.

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

Day - From 8:00 AM up to but not including 5:00 PM local time Monday through Friday.

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

Holidays - The Company's recognized holidays are New Year's Day, Memorial Day, July 4th, Labor Day, Thanksgiving Day, Christmas Day.

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

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company.

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

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

The Company's services and facilities are provided on a monthly basis unless ordered on a longer term basis, and are available twenty-four hours per day, seven days per week.

The selling of IXC telecommunication service to uncertificated IXC resellers is prohibited.

2.2 Limitations.

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

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

SECTION 2 - RULES AND REGULATIONS continued

2.2 Limitations (Cont.)

- 2.2.3 All facilities provided under this tariff are directly controlled by the Company and the customer may not transfer or assign the use of service or facilities, except with the express written 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 Customers reselling or rebilling services must have a Certificate of Public Convenience and Necessity as an interexchange carrier for the Florida Public Service Commission.

2.3 Liabilities of the Company.

- 2.3.1 The Company's liability arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by 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.

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

SECTION 2 - RULES AND REGULATIONS continued

2.4 Interruption of Service.

2.4.1 Credit allowance 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 customer's obligation to notify the Company immediately of any service interruption for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, if any, furnished by the customer and connected to the Company's facilities. No refund or credit will be made for the time that the Company stands ready to repair the service and the subscriber does not provide access to the Company for such restoration work.

2.4.2 No credit shall be allowed for an interruption of a continuous duration of less than twenty-four hours after the subscriber notifies the Company.

2.4.3 The customer shall be credited for an interruption of more than twenty-four hours as follows:

Credit Formula:

Credit = A/B x C

"A" - outage time in hours

"B" - total hours in month (720 hours)

"C" - total monthly charge for affected facility

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

SECTION 2 - RULES AND REGULATIONS continued

2.5 Disconnection of Service by Carrier.

The Company, upon five (5) working days written notice to the customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

- 2.5.1 Non-payment of any sum due to carrier for regulated service for more than thirty days beyond the date of rendition of the bill for such service.
- 2.5.2 A violation of any regulation governing the service under this tariff.
- 2.5.3 A violation of any law, rule, or regulation of any government authority having jurisdiction over such service.
- 2.5.4 The company has given the customer notice and has allowed a reasonable time to comply with any rule, or remedy, and deficiency as stated in Rule 25-4.113, F.A.C., Refusal or Discontinuance of Service by Company.

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

SECTION 2 - RULES AND REGULATIONS continued

2.6 **Deposits**

The Company does not require a deposit from the customer.

2.7 **Advance Payments**

For customers whom the Company feels an advance payment is necessary, the Company reserves the right to collect an amount not to exceed one (1) month's estimated charges as an advance payment for service. This will be applied against the next month's charges and if necessary a new advance payment will be collected for the next month.

2.8 **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.

2.9 **Billing of Calls**

All charges due by the subscriber are payable at any agency duly authorized to receive such payments. Any objection to billed charges should be promptly reported to the Company. Adjustments to customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate.

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

SECTION 3 - DESCRIPTION OF SERVICE

3.1 Timing of Calls

3.1.1 When Billing Charges Begin and End For Phone Calls

The customer's long distance usage charge is based on the actual usage of the Company's network. Usage begins when the called party answers (i.e. when 2 way communication, often referred to as "conversation time" is possible.). When the called party answers is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to 60 seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up.

3.1.2 Billing Increments

The billing increments for each service is set forth in the individual product rate section.

3.1.3 Per Call Billing Charges

Billing will be rounded up to the nearest penny for each call.

3.1.4 Uncompleted Calls

There shall be no charges for uncompleted calls.

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

SECTION 3 - DESCRIPTION OF SERVICE continued

3.2 **Calculation of Distance**

Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers that are produced by Bell Communications Research in the NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

FORMULA:

The square
root of:

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

3.3 **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 FG D services ("1+" dialing).

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

SECTION 3 - DESCRIPTION OF SERVICE continued

3.4 Service Offerings

3.4.1 1+ Long Distance Service

Long Distance service permits residential and business direct dialed outbound calling at a single per minute rate. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in six second increments.

The Company offers switched Long Distance Service to residential and business customers under the plans set forth in Section 4.1.

3.4.2 Inbound 8XX Long Distance Service

Inbound 8XX Long Distance Service permits residential and business inbound 8XX calling at a single per minute rate. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in six second increments.

The Company offers Inbound 8XX Long Distance Service to residential and business customers under the plans set forth in Section 4.1.

3.4.3 Travel Card Service

Travel Card Service is a calling card service offered to residential and business customers who subscribe to the Company's Long Distance Service calling plan. Customers using the Carrier's calling card service access the service by dialing a toll free number followed by an account identification number and the number being called. This service permits subscribers utilizing the Carrier's calling card to make calls at a single per minute rate. Calls billed in initial thirty second increment and in six second increments thereafter.

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

SECTION 3 - DESCRIPTION OF SERVICE continued

3.4.4 **Operator Services**

The Company does not provide operator services at this time.

3.4.5 **Directory Assistance**

Listed telephone numbers will be provided to requesting customers at the per call charge set forth in Section 4. Customers may request up to 2 numbers per call.

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

SECTION 4 - RATES

4.1 Long Distance Business Service Rates

4.1.1 Long Distance Outbound Business Service Rates

Term:	<u>1 Year</u>	<u>2 Year</u>	<u>3 Year</u>
Rate/Minute:	\$0.07	\$0.06	\$0.05

Billed with an initial six second increment and in six second increments thereafter.

4.1.2 Long Distance Inbound Business Service Rates

Term:	<u>1 Year</u>	<u>2 Year</u>	<u>3 Year</u>
Rate/Minute:	\$0.07	\$0.06	\$0.05

Billed with an initial six second increment and in six second increments thereafter.

4.1.3 Long Distance Business Calling Card Rates

Term:	<u>1 Year</u>	<u>2 Year</u>	<u>3 Year</u>
Rate/Minute:	\$0.17	\$0.17	\$0.17

Billed with an initial thirty second increment and in six second increments thereafter.

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

4.2 **Long Distance Residential Service Rates**

4.2.1 **Long Distance Outbound Residential Service Rates**

\$0.07 per minute.
Billed with an initial six second increment and in six second increments thereafter.

4.2.2 **Long Distance Inbound Residential Service Rates**

\$0.07 per minute.
Billed with an initial six second increment and in six second increments thereafter.

4.2.3 **Long Distance Residential Calling Card Rates**

\$0.17 per minute.
Billed with an initial thirty second increment and in six second increments thereafter.

4.3 **Directory Assistance**

\$0.85 per call. (Up to 2 requests per call.)

4.4 **Payment of Calls**

4.4.1 **Late Payment Charges**

Charges of 1.5% per month will be assessed on all unpaid balances more than thirty days old.

4.4.2 **Return Check Charges**

A return check charge of \$25.00 will be assessed for checks returned for insufficient funds if the face value does not exceed \$50.00, \$30.00 if the face value does exceed \$50.00 but does not exceed \$300.00, \$40.00 if the face value exceeds \$300.00 or 5% of the value of the check, which ever is greater.

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

SECTION 4 - RATES continued

4.5 Special Promotions

The company will, from time to time, offer special promotions to its customers waiving certain charges. These promotions will be approved by the FPSC with specific starting and ending dates and will be made part of this tariff.

4.6 Special Rates For The Handicapped

4.6.1. Directory Assistance

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving individuals with disabilities. The Company shall charge the prevailing tariff rates for every call in excess of 50 within a billing cycle.

4.6.2. 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.

4.6.3. 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 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.

4.7 Pay Telephone (Payphone) Dial-Around Surcharge

A \$0.24 surcharge shall be assessed for each call made from a pay telephone to an 800 number or using a travel card and dialing the carrier prefix in the form 101XXXXX. Although collected on the customer's bill, this charge is reimbursed to pay telephone service provider.

ISSUED: March 8, 2002

EFFECTIVE:

By:

Wade Spooner, President
2506 Lakeland Dr., Suite 405
Flowood, MS 39232

EXHIBIT C

MANAGEMENT PROFILES

MANAGEMENT PROFILES

Wade Spooner:

President/CEO and Director, was the President and Chief Operating Officer of LSCI Telecommunications, Inc., an integrated Regional Local Exchange Carrier with operations in Mississippi and Louisiana. Prior to joining LSCI, Mr. Spooner worked with competitive telecommunications service providers, most recently serving as Director of Technical Operations for ITC^DeltaCom, Inc. (NASDAQ: ITCD), a publicly traded Competitive Local Exchange Carrier (CLEC) and fiber optic network provider, and served as Chairman and CEO for I.T. GROUP Communications, a regional facilities-based voice and data communications company operating out of Jackson, Mississippi. I.T. GROUP Communications was subsequently acquired by ITC^DeltaCom. Mr. Spooner received a B.S. Degree in Petroleum Engineering from Mississippi State University.

Ted Parsons:

Chief Marketing Officer, Senior Vice President of Business Development and Director. Mr. Parsons spent the last two years as Senior Vice President of Sales, Marketing and Product Management, responsible for the successful management of \$100 million in annual revenue, while expanding wholesale sales, product development and marketing for Thrifty Call, Inc./Grande Communications, located in Austin, Texas. Prior to his success with Thrifty Call/Grande, Mr. Parsons served as Regional Director of Sales for ITC^DeltaCom - Mississippi/Arkansas Region, and prior to ITC^DeltaCom, Mr. Parsons was founder, President and Chief Operations Officer of I.T. GROUP Communications, a regional facilities-based voice and data communications company operating out of Jackson, Mississippi. I.T. GROUP Communications was subsequently acquired by ITC^DeltaCom. Mr. Parsons received a B.S. in Marketing from the University of Mississippi.

EXHIBIT D

FINANCIAL DOCUMENTATION

The Company's unaudited financial statements are attached.

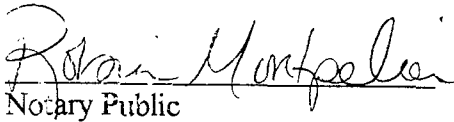
AFFIRMATION

I, Wade Spooner, President of WS Telecom, Inc. d/b/a eXpeTel Communications do hereby acknowledge that the information set forth in the attached financial statements is true and correct to the best of my knowledge and belief.



Wade Spooner, President
WS Telecom, Inc. d/b/a eXpeTel Communications

Sworn to and subscribed before me
this 20 day of November, 2001.


Notary Public

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 23 2004
BONDED THRU STEGALL NOTARY SERVICE

eXpeTel Communications
Statement of Cash Flows
January 1 through October 31, 2001

OPERATING ACTIVITIES		
Net Income	(121,239.94)	
Adjustments to reconcile Net Income to net cash provided by operations:		
Accounts Receivable	(124,931.00)	
Prepaid Expenses	(12,313.13)	
Rent and Utilities Deposits	(15,382.00)	
Lines and Access Deposits	(30,000.00)	
Deferred Liability - BellSouth	(27,667.29)	
Accounts Payable	30,151.77	
Customer Deposits	400.00	
Payroll Liabilities	12,947.40	
Sales and Excise Taxes Payable	16,717.08	
Disputed Charges - BellSouth	27,667.29	
NET CASH PROVIDED BY OPERATING ACTIVITIES	(243,649.82)	
INVESTING ACTIVITIES		
Office Equipment	(45,378.45)	
Office Furniture	(26,474.37)	
Software	(7,569.93)	
NET CASH PROVIDED BY INVESTING ACTIVITIES	(79,422.75)	
FINANCING ACTIVITIES		
Note Receivable from Shareholders	(350,000.00)	
AmSouth Line of Credit	40,000.00	
Note Payable - Wade Spooner	300,000.00	
Common Stock, \$0.001 par value	20,000.00	
Preferred Stock	375,000.00	
Paid In Capital	27,596.87	
NET CASH PROVIDED BY FINANCING ACTIVITIES	412,596.87	
NET CASH INCREASE FOR PERIOD	89,524.30	
CASH AT END OF PERIOD	89,524.30	

W S Telecom, Inc. dba eXpeTel Communications

Balance Sheet

As of October 31, 2001

ASSETS

Current Assets

AmSouth Checking Account	(5,890.82)	
AmSouth Money Market Account	95,415.12	
Accounts Receivable	120,526.94	
Due from Gulf Coast Utilities	4,404.06	
Note Receivable - Shareholders	350,000.00	
Prepaid Corporate Income Tax	861.53	
Prepaid Marketing Expense	<u>10,292.96</u>	

Total Current Assets 575,609.79

Fixed Assets

Office Equipment	45,378.45	
Office Furniture	26,474.37	
Software	<u>7,569.93</u>	

Total Fixed Assets 79,422.75

Other Assets

Deferred Liability - BellSouth	27,667.29	
Prepaid Insurance	1,158.64	
Deposits	25,382.00	
Access Deposit	10,000.00	
Local Deposit	<u>10,000.00</u>	

Total Other Assets 74,207.93

TOTAL ASSETS

729,240.47

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable	30,151.77	
AmSouth Line of Credit	40,000.00	
Customer Deposits	400.00	
Payroll Liabilities	12,947.40	
Sales Tax Payable	5,092.10	
Other Fees & Taxes Payable	11,624.98	
Disputed Charges - BellSouth	<u>27,667.29</u>	

Total Current Liabilities 127,883.54

Long Term Liabilities

Note Payable - Wade Spooner	<u>300,000.00</u>	
-----------------------------	-------------------	--

Total Long Term Liabilities 300,000.00

Total Liabilities

427,883.54

Equity

Common Stock, \$0.001 par value, 40,000,000 shares authorized and 20,000,000 shares issued	20,000.00	
Preferred Stock, \$0.50 par value, 2,000,000 shares authorized and 750,000 shares issued	375,000.00	
Paid In Capital	27,596.87	
Net Income	<u>(121,239.94)</u>	

Total Equity 301,356.93

TOTAL LIABILITIES & EQUITY

729,240.47

W S Telecom, Inc. dba eXpeTel Communications

Profit & Loss Statement

For the Period Ending October 31, 2001

	<u>October 2001</u>	<u>January through October 2001</u>
Ordinary Profit (Loss)		
Revenue	101,447.22	463,494.40
Cost of Service - Business	<u>42,165.63</u>	<u>210,285.16</u>
Gross Profit	<u>59,281.59</u>	<u>253,209.24</u>
Expense		
Security Expense	0.00	138.21
Accounting Expense	235.00	1,995.00
Advertising & Marketing Expense	321.01	3,770.43
Auto Allowance	0.00	5,430.95
Auto Expense	0.00	1,076.98
Bank Fees Expense	39.00	141.00
Billing Service Expense	5,530.39	29,487.09
Building Maintenance Expense	52.00	752.34
Computer/Internet Expense	1,130.45	4,216.09
Contract Labor	0.00	5,728.60
Contributions	300.00	400.00
Dues & Subscriptions Exp	0.00	(52.00)
Insurance Expense	144.84	4,698.35
Insurance Exp - Group Benefits	4,176.66	12,534.49
Leased Furniture & Equip Exp	396.70	4,259.27
Legal & Regulatory Expense	2,540.00	23,555.29
Meals & Entertainment Expense	458.74	4,814.15
Miscellaneous Expense	531.53	1,158.59
Office Supplies/Printing Exp	2,374.51	9,592.25
Payroll Tax Expense	3,585.02	17,588.69
Postage & Shipping Expense	373.71	1,877.22
Professional Fees	0.00	2,072.00
Rent Expense	4,442.00	21,933.00
Salaries and Commission Expense	38,328.41	185,660.95
Telephone Expense	2,008.32	16,342.39
Travel Expense	2,702.14	15,691.64
Utilities Expense	191.76	2,367.07
Interest Expense	0.00	10.79
Total Expense	<u>69,862.19</u>	<u>377,240.83</u>
Net Ordinary Profit (Loss)	<u>(10,580.60)</u>	<u>(124,031.59)</u>
Other Revenue		
Interest Income	<u>205.30</u>	<u>2,791.65</u>
Earnings Before Interest, Taxes and Depreciation	<u>(10,375.30)</u>	<u>(121,239.94)</u>
Depreciation, Interest and Income Tax		
Depreciation & Amortization Expense	0.00	0.00
Interest Expense	0.00	10.79
Income Tax Expense	0.00	0.00
Total Depreciation, Interest and Income Tax	<u>0.00</u>	<u>10.79</u>
Net Profit (Loss)	<u>(10,375.30)</u>	<u>(121,250.73)</u>

EXHIBIT E

CAPABILITY STATEMENTS

1. Although a start-up corporation, the Applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served. This is evidenced by the current assets set forth in its unaudited financial statements. (The Company has no audited financial statements.)
2. The Applicant will maintain the requested services from revenue generated from its current and ongoing operations. The Company is currently operating in Mississippi, and is pending authority in Alabama and Louisiana.
3. The Company has sufficient financial capability to meet its lease and ownership obligations.