

ORIGINAL

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

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

020260-11

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

RECEIVED - FPSC
02 MAR 22 AM 11:42
COMMISSION
CLERK

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

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:
CSM

DISTRIBUTION CENTER
02 MAR 22 AM 10:02

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

RECEIVED & FILED
AM
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE
03325 MAR 22 08
FPSC-COMMISSION CLERK

1. This is an application for $\sqrt{\quad}$ (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:

Tremcom International, Inc.

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

Tremcom International, Inc.

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

626 Wilshire Boulevard, Suite 300

Los Angeles, California 90017

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

Applicant does not currently have an office in Florida

6.

Select type of business your company will be conducting $\sqrt{\quad}$ (check all that apply):

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

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

7. Structure of organization;

- | | |
|---|-------------------------|
| () Individual | () Corporation |
| (<input checked="" type="checkbox"/>) 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:

See Exhibit A

(a) **The Florida Secretary of State Corporate Registration number:**
F0200000574

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

NA

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

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

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

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

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ **Fax No.:** _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

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

15. Provide **F.E.I. Number** (if applicable): **95-3922703** _____

16. Provide the following (if applicable):

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

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

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ **Fax No.:** _____

(c) How is this information provided?

17. Who will receive the bills for your service?

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

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

(a) The application:

Name: John L. Clark

Title: Attorney
Goodin, MacBride, Squeri, Ritchie & Day, LLP

Address: 505 Sansome Street, 9th Floor

City/State/Zip: San Francisco, California 94111

Telephone No.: (415) 765-8443 Fax No.: (415) 398-4321

Internet E-Mail Address: jclark@gmssr.com

Internet Website Address: www.gmssr.com

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

Name: Elias Saad

Title: President

Address: 626 Wilshire Boulevard, Suite 300

City/State/Zip: Los Angeles, California 90017

Telephone No.: (213) 833-2080 Fax No.: (213) 833-0130

Internet E-Mail Address: elias@tremcom.com

Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name: Elias Saad

Title: President

Address: 626 Wilshire Boulevard, Suite 300

City/State/Zip: Los Angeles, California 90017

Telephone No.: (213) 833-2080 Fax No.: (213) 833-0130

Internet E-Mail Address: elias@tremcom.com

Internet Website Address: _____

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

California, Massachusetts, New York, Texas

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

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

California, Massachusetts, New York, Texas,

Michigan, New Jersey (certification not required)

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

None

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

None

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

None

20. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

No

(b) an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

No

21. The applicant will provide the following interexchange carrier services $\sqrt{\quad}$ (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).

See 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.

See 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.

See Exhibit C

C. Financial capability.

See Exhibit D

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

See Exhibit D

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

See Exhibit D

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

See Exhibit D

THIS PAGE MUST BE COMPLETED AND SIGNED

APPLICANT ACKNOWLEDGMENT STATEMENT

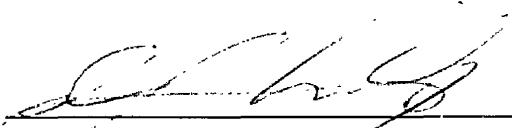
1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee 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:

Elias Saad
Print Name

President
Title

(213) 833-2080
Telephone No. Fax No.


Signature

9/15/2002
Date

(213) 833-0130

Address: 626 Wilshire Boulevard, Suite 300
Los Angeles, California 90017

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.

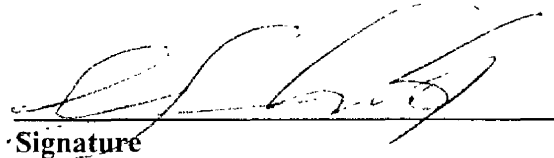
- () The applicant intends to collect deposits and/or advance payments for more than one month's service and will file and maintain a surety bond with the Commission in an amount equal to the current balance of deposits and advance payments in excess of one month.
(The bond must accompany the application.)

UTILITY OFFICIAL:

Elias Saad
Print Name

President
Title

(213) 833-2080
Telephone No.


Signature

2/15/2002
Date

(213) 833-0130
Fax No.

Address: 626 Wilshire Boulevard, Suite 300
Los Angeles, California 90017

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.

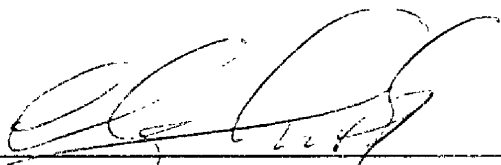
Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082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

UTILITY OFFICIAL:

Elias Saad
Print Name

President
Title

(213) 833-2080
Telephone No.


Signature

2/15/2002
Date

(213) 833-0130
Fax No.

Address: 626 Wilshire Boulevard, Suite 300
Los Angeles, California 90017

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?

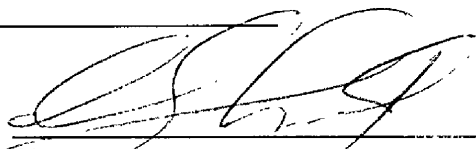
b) If the services are not currently offered, when were they discontinued?

UTILITY OFFICIAL:

Elias Saad
Print Name

President
Title

(213) 833-2080
Telephone No.


Signature

3/15/2002
Date

(213) 833-0130
Fax No.

Address: 626 Wilshire Boulevard, Suite 300
Los Angeles, California 90017

CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 1, 2002

C T CORPORATION SYSTEM

TALLAHASSEE, FL

Qualification documents for TREMCOM INTERNATIONAL, INC. were filed on February 1, 2002 and assigned document number F0200000574. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

The certification you requested is enclosed.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 245-6051, the Foreign Qualification/Tax Lien Section.

Buck Kohr
Corporate Specialist
Division of Corporations

Letter Number: 202A00006345

State of Florida



Department of State

I certify the attached is a true and correct copy of the application by TREMCOM INTERNATIONAL, INC., a California corporation, authorized to transact business within the State of Florida on February 1, 2002 as shown by the records of this office.

The document number of this corporation is F02000000574.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
First day of February, 2002



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

FILED
02 FEB -11 PM 2:33
STATE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. TRECOM INTERNATIONAL, 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. California 3. 95-3922703
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 28, 1984 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Corporation has not begun transaciton of business in Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. TRECOM INTERNATIONAL INC.
626 Wilshire Boulevard, Suite 300, Los Angeles, CA 90017
(Current mailing address)

8. Telecommunications service and any other lawful business
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

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

Naseem A. Conde
C T Corporation System
(Registered agent's signature)

NASEEM A. CONDE
SPECIAL ASST. SECRETARY

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

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

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

Chairman: Elias Saad

Address: 626 Wilshire Boulevard, Suite 300

Los Angeles, CA 90017

Vice Chairman: _____

Address: _____

Director: Richard Saad

Address: 626 Wilshire Boulevard, Suite 300

Los Angeles, CA 90017

Director: George Ashkar

Address: 3553 South Sepulveda, Suite 7

Los Angeles, CA 90034

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

President: Elias Saad

Address: 626 Wilshire Boulevard, Suite 300

Los Angeles, CA 90017

Vice President George Ashkar

Address: 3553 South Sepulveda, Suite 7

Los Angeles, CA 90034

Secretary: Richard Saad

Address: 626 Wilshire Boulevard, Suite 300

Los Angeles, CA 90017

Treasurer: Richard Saad

Address: 626 Wilshire Boulevard, Suite 300

Los Angeles, CA 90017

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. Elias Saad, President

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

FILED
02 FEB - 1 PM 2:33
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
02 FEB - 1 PM 2:33
TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **28TH** day of **JUNE, 1984**, **TREMCOM INTERNATIONAL, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 29, 2002.



Bill Jones
BILL JONES
Secretary of State

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
FEB - 11 2 33 PM
TALLAHASSEE, 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. TRECOM INTERNATIONAL, 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.)

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(State or country under the law of which it is incorporated) (FEI number, if applicable)

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626 Wilshire Boulevard, Suite 300, Los Angeles, CA 90017
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Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
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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.

Naseem A. Conde
C T Corporation System
(Registered agent's signature)

NASEEM A. CONDE
SPECIAL ASST. SECRETARY

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

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

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

Chairman: Elias Saad

Address: 626 Wilshire Boulevard, Suite 300

Los Angeles, CA 90017

Vice Chairman: _____

Address: _____

Director: Richard Saad

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Los Angeles, CA 90017

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Address: 626 Wilshire Boulevard, Suite 300

Los Angeles, CA 90017

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Address: 3553 South Sepulveda, Suite 7

Los Angeles, CA 90034

Secretary: Richard Saad

Address: 626 Wilshire Boulevard, Suite 300

Los Angeles, CA 90017

Treasurer: Richard Saad

Address: 626 Wilshire Boulevard, Suite 300

Los Angeles, CA 90017

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. Elias Saad, President

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

FILED
02 FEB -1 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

FILED
02 FEB -1 11 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **28TH** day of **JUNE**, 1984, **TRECOM INTERNATIONAL, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 29, 2002.



Bill Jones
BILL JONES
Secretary of State

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 Tremcom International, Inc. with principal offices at 626 Wilshire Boulevard, Suite 300, Los Angeles, California 90017. 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.

Date Issued: February 15, 2002

Effective: _____

By:

Elias Saad, President
626 Wilshire boulevard, Suite 300
Los Angeles, California 90017

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.

<u>Sheet</u>	<u>Revision</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original

Date Issued: February 15, 2002

Effective: _____

By:

Elias Saad, President
626 Wilshire Boulevard, Suite 300
Los Angeles, California 90017

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Tariff Format Sheets	5
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Section 2 - Rules and Regulations	8
Section 3 - Description of Service	11
Section 4 - Rates	14

Date Issued: February 15, 2002

Effective: _____

By:

Elias Saad, President
626 Wilshire Boulevard, Suite 300
Los Angeles, California 90017

SYMBOLS SHEET

- 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.

Date Issued: February 15, 2002

Effective: _____

By:

Elias Saad, President
626 Wilshire Boulevard, Suite 300
Los Angeles, California 90017

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 nine levels of paragraph coding. Each level of coding is subservient to its next higher level.

2.
2.1.
2.1.1.
2.1.1.A.
2.1.1.A.1.
2.1.1.A.1.(a).
2.1.1.A.1.(a).I.
2.1.1.A.1.(a).I.(i).
2.1.1.A.1.(a).I.(i).(1).

D. Check Sheets - When a tariff filing is made with the 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.

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By:

Elias Saad, President
626 Wilshire Boulevard, Suite 300
Los Angeles, California 90017

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONSA. Definitions

1. Accounting Code: A multi-digit code that enables a customer to allocate long distance charges to its internal accounts.
2. Authorization Code: A multi-digit code which enables a customer to access the Company's network and enables the Company to identify the customer's use for proper billing.
3. Business Hours: The phrase "business hours" means the time after 8:00 A.M. and before 5:00 P.M., Monday through Friday excluding holidays.
4. Carrier: The term "Carrier" means Tremcom International, Inc.
5. Company: The term "Company" means Tremcom International, Inc.
6. Customer: See definition under "subscriber".
7. Day: The term "day" means 8:00 A.M. to 4:59 P.M. local time at the originating city, Monday through Friday, excluding Company-specific holidays.
8. Delinquent or Delinquency: The terms "delinquent" and "delinquency" mean an account for which payment has not been paid in full on or before the last day for timely payment.
9. Evening: The term "evening" means 5:00 P.M. to 10:59 P.M. local time at the originating city, Monday through Friday and on Company-specified holidays except when a lower rate would normally apply.
10. Exchange Area: The term "exchange area" means a geographically defined area wherein the telephone industry through the use of maps or legal descriptions sets down specified areas where individual telephone exchange companies hold themselves out to provide communication services.
11. Holiday: The term "holiday" means all Company-specific holidays: New Year's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, Friday after Thanksgiving Day, and Christmas Day.

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By:

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (Cont'd)

A. Definitions (Cont'd)

12. Local Access Transport Area ("LATA"): The phrase "Local Access Transport Area" means a geographical area established by the U.S. District Court for the District of Columbia in Civil Action No. 17-49, within which a local exchange company provides communication services.
13. Local Exchange Carrier/Local Exchange: This term means a company providing telecommunications service within a local exchange or LATA.
14. Night\Weekend: The words "night/weekend" mean 11:00 P.M. to 7:59 A.M. local time in the originating city, Saturday, from 8:00 A.M. to Sunday at 10:59 P.M.
15. Nonbusiness Hours: The phrase "nonbusiness hours" means the time period after 5:00 P.M. and before 8:00 A.M., Monday through Friday, all day Saturday, Sunday, and on holidays.
16. Regular Billing: The words "regular billing" mean a standard bill sent in the Company's normal billing cycle. This billing consists of one bill for each account assigned to a subscriber.
17. Residential Service: The phrase "residential service" means telecommunication services used primarily as nonbusiness service.
18. Subscriber: The term "subscriber" means the firm, company, corporation, or other entity that contracts for service under this tariff, whether by written or oral agreement, or through use of the Company's service. The term "customer" is synonymous with the term "subscriber."
19. Switch: The term "switch" means an electronic device that is used to provide circuit routing and control.
20. Timely Payment: The term "timely payment" means a payment on a customer's account received by the Company on or before the last date for timely payment specified in the bill.

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By:

Elias Saad, President
626 Wilshire Boulevard, Suite 300
Los Angeles, California 90017

SECTION 2 - RULES AND REGULATIONS2.1 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 will 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.

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.
- 2.2.3 Customer may not transfer or assign the use of service or facilities provided under this tariff, except with the express written consent of the Company.
- 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.
- 2.2.5 Customers reselling or rebilling services must have a Certificate of Public Convenience and Necessity as an interexchange carrier from the Florida Public Service Commission.

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By:

Elias Saad, President
626 Wilshire Boulevard, Suite 300
Los Angeles, California 90017

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.3 Liabilities of the Company**

2.3.1 The Company's liability for damages to the customer or any third parties arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission occurring in the course of furnishing service or facilities, and not caused by the willful misconduct or gross 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 of transmission occur. In no event shall the Company be liable for indirect, consequential, indirect, incidental, special, or consequential damages, including, without limitation, lost revenues or profits.

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

(A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.

(B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by the Company.

2.4 Interruption of Service

2.4.1 Credit 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 obligation of the customer to notify the Company immediately of any interruption of service 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/her control, if any, furnished by the customer and connected to the Company's facilities.

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

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

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Los Angeles, California 90017

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.4 Interruption of Service (Cont'd)

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

Credit Formula:

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

"A" - outage time in hours

"B" - total monthly charge for affected facility

2.5 Disconnection of Service by Carrier

The Company, upon 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 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 any deficiency as stated in Rule 25-4.113, F.A.C., Refusal of Discontinuance of Service by Company.

Service may be discontinued without notice for tampering with company equipment , for interfering with the service to other customers, for fraud, or in the event of a hazardous condition.

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SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.6 Deposits**

The Company does not require a deposit from the customer.

2.7 Advance Payments

In the case of customers for whom the Company believes 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 on customers' bills as separate line items and are not included in the quoted rates.

2.9 Billing for Calls

2.9.1 Bills to subscribers are issued monthly. The subscriber will receive bills on or about the same day of each month. Months are presumed to have 30 days. The billing date is dependent on the billing cycle assigned to the subscriber. Each bill identifies the company, the services for which the bill is rendered, all charges that are due, the last date for timely payment, and a toll free number that the customer may call in the event of any questions or objections regarding the billing. Recurring service charges will be prorated in the event that the service for which the charges are made is less than 30 days.

2.9.2 Bills are due and payable as specified on the bill. Bills may be paid by mail or in person at the Company's business office or an agency authorized to receive such payment. All charges for service are payable only in United States currency. Payment may be made by cash, check, money order, or cashier's check.

2.9.3 Subscribers' payments are considered prompt when received by the Company or its agent within 15 days of the due date. Payments will be credited within 24 hours of receipt by the Company or its agent. The due date is the date the bill is mailed, as shown by the postmark on the billing envelope, or such later date as set forth on the subscriber's bill. A Subscriber will have 15 days from the due date to timely pay the charges stated.

2.9.4. Charges deemed delinquent will be subject to a late payment charge.

2.9.5 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 or circumstances exist that reasonably indicate that such charges are not in accordance with approved rates or that an adjustment would otherwise be appropriate.

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SECTION 3 - DESCRIPTION OF SERVICE3.1 Timing of Calls3.1.1 When Billing Charges Begin and Terminate 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 picks up the receiver, (i.e., when 2 way communication, often referred to as "conversation time" is possible.) When the called party picks up 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

Unless otherwise specified in this tariff, the minimum call duration for billing purposes is one (1) minute for a connected call and calls beyond one (1) minute are billed in one (1) minute increments.

3.1.3 Per Call Billing charges

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

3.1.4 Uncompleted Calls

There shall be no charges for uncompleted calls.

3.2 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).

3.3 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 two cities can be calculated using the Vertical (V) and the Horizontal (H) coordinates of the serving wire centers associated with the rate centers involved. The method for calculating the airline mileage is obtained by reference to NECA F.C.C. Tariff. No. 4 in accordance with the following formula:

$$\text{the square root of: } \frac{(V1-V2)^2 + (H1-H2)^2}{10}$$

where V1 and H1 correspond to the V&H coordinates of City 1 and V2 and H2 correspond to the V&H coordinates of City 2.

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SECTION 3 - DESCRIPTION OF SERVICE (Cont'd)**3.5 Service Offerings****3.5.1 Long Distance Service**

Long Distance Service is offered to residential and business customers. The service permits direct dialed outbound calling at a single per minute rate. Service is provided from presubscribed or dedicated access lines. Calls are billed in six second increments with a six second minimum.

3.5.2 Calling Card Service

Calling Card Service is offered to residential and business customers who subscribe to the company's Long Distance Service. Customers using the Company's Calling Card Service access the service by dialing a 1-800 number followed by account identification and the number being called. This service permits subscribers utilizing the Company's calling card to make calls at a single per minute rate. Calls are billed in six second increments with a thirty second minimum. A per call charge applies to all calls and an additional per call charge applies to calls made from pay telephones.

3.6.2 Debit Card Service

Debit Card Service is offered on a pre-paid basis. Customers using the Company's Debit Card Service access the service by dialing a 1-800 number followed by account identification and the number being called. This service permits subscribers utilizing the Company's debit card to make calls at a single per minute rate. Calls are billed in six second increments with a thirty second minimum. A per call charge applies to all calls and an additional per call charge applies to calls made from pay telephones.

3.6.3 800 Service

Subscribers to the Company's Long Distance Service may request an 800 or other toll free number for toll free inbound calling to the customer. The customer will be charged for intrastate inbound calls at the rates specified in this tariff. A per call charge applies to all calls made from pay telephones. A monthly service charge will be assessed for each 800 number assigned to the customer.

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By:

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626 Wilshire Boulevard, Suite 300
Los Angeles, California 90017

SECTION 4 - RATES4.1 Long Distance Service

Usage Rate (per minute): \$0.069

(Calls are billed in six (6) second increments with a six (6) second minimum)

4.2 Calling Card Service

Usage Rate (per minute): \$0.149

(Calls are billed in six (6) second increments with a thirty (30) second minimum)

Per call charge: \$0.33

Pay Telephone surcharge (per call): \$0.30

4.3 Debit Card Service

Usage Rate (per minute): \$0.069

(Calls are billed in six (6) second increments with a thirty (6) second minimum)

Per call charge: \$0.49

Pay Telephone surcharge (per call): \$0.30

4.4 800 Service

Usage Rate (per minute): \$0.069

(Calls are billed in six (6) second increments with a six (6) second minimum.)

Pay Telephone surcharge (per call): \$0.30

Monthly Service Fee \$2.95

(Single charge applies per month, per number for interstate, intrastate,
and international inbound calling capability)4.5 Late Payment Charge

A late payment charge of 1.5% per month will be assessed on all amounts that remain unpaid after fifteen days from the specified due date.

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Los Angeles, California 90017

SECTION 4 - RATES (Cont'd)

4.6 Returned Check Charge

A returned check charge of \$25.00 will be assessed for checks returned due to insufficient funds or for any other reason if the face value of the check does not exceed \$50.00. The charge will be \$30.00 if the face value of the check exceeds \$50.00 but does not exceed \$300.00. If the face value of the check exceeds \$300.00, the charge is \$40.00 or 5% of the face value, whichever is greater.

4.7 Discounts for Hearing Impaired Customers

Whenever the Company's rates for intrastate service vary by time of day, intrastate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and night calls.

4.8 Directory Assistance Charges for Handicapped Persons

There shall be no charge for up to fifty calls per billing cycle for directory assistance furnished by the Company from lines or trunks serving individuals with disabilities as provided by Section 25-4.115 (3) (a), Florida Statutes, Directory Assistance.

4.9 Telecommunication Relay Service

For intrastate toll calls received from the relay service, the Company will, when billing relay calls, discount such calls by 50 percent off of the otherwise applicable rate for a voice non-relay call except that, where either the calling or called party indicates that either party is both hearing and visually impaired, the call will be discounted 60 percent off of the otherwise the applicable rate for voice non-relay 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.

2354/002/X31401-1

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MANAGERIAL AND TECHNICAL CAPABILITY

Applicant commenced operations as a reseller of interexchange telecommunications services in 1995 pursuant to a certificate of public convenience and necessity granted by the California Public Utilities Commission. A year later, Applicant received authority from the Federal Communications Commission to provide resold international services. Applicant initially focused its operations on serving customers in the Los Angeles basin, and gradually extended its offerings to customers statewide. Recently, Applicant has begun to offer services in other selected states, including Massachusetts, Ohio, New York, and Texas, pursuant to authorizations granted by those states' respective telecommunications regulatory agencies.

Applicant's conservative approach to managing and expanding its operations has enabled it to achieve and maintain profitability, as is shown in the financial statements included in Exhibit D. Responsibility for Applicant's past and future success lies in its management team, Elias Saad, Richard Saad, and George Ashkar.

Elias Saad, who is Applicant's President and Chief Executive Officer, holds a degree in mathematics and computer science. Mr. Saad has over 18 years of experience in the telecommunications management and sales, including 6 years at the helm of Applicant's interexchange operations.

Richard Saad, who is Applicant's Senior Vice President and Chief Financial Officer, holds a Masters Degree in business administration and a degree in electrical engineering. Mr. Saad has been responsible for Applicant's finances throughout the term of its operations as a carrier. Before joining Applicant, he was a project manager with Hughes Aircraft Company with

George Ashkar , who is Applicant's Vice President and Director of Operations, holds a degree in electronics engineering. Like his colleagues, Mr. Ashkar has held his position throughout the term of Applicant's carrier operations and has significant experience and expertise in telecommunications. Prior to joining Applicant, Mr. Ashkar was responsible for supervising the technical services department, handling network and switch updates, maintaining network integrity, and other related activities for WCT Telecommunications, Inc., which, at the time, was one of the largest nondominant interexchange carriers in California.

As the foregoing shows, Applicant clearly has the managerial and technical capability to successfully carry out the proposed operations.

FINANCIAL CAPABILITY

Applicant has attached unaudited financial statements for the prior three years, along with an affirmation by Applicant's Chief Executive Officer and Chief Financial Officer attesting to their accuracy. As these financial statements show, Applicant is profitable and exhibits a financially sound balance of assets and liabilities.

Applicant's expansion of operations into Florida will be supported by Applicant's existing infrastructure and will not require significant additional investment. Applicant intends to meet its additional operating requirements through internally generated funds and through existing lines of credit extended by its underlying telecommunications service vendors and banking institution.

TREMCOM INTERNATIONAL, INC.
Income Statement

12 Months Ended
December 31, 1999

Income	
SALES	\$3,332,217.78

TOTAL Income	3,332,217.78

Adjustments	
Sales Returns & Allowances	(24,531.17)

TOTAL Adjustments	(24,531.17)

***** NET INCOME	3,307,686.61

Cost of Goods Sold	
Cost of Goods Sold	2,464,611.07
Freight	78.56

TOTAL Cost of Goods Sold	2,464,689.63

***** GROSS PROFIT	842,996.98

Expenses	
Property Tax/L.A. County	2,317.16
Bank & Corporate Tax	800.00
OFFICE EXPENSES	139,572.65
Sale Expenses	
Advertising	41,861.81
Printing	8,835.39
Bad Debt	5,791.32
Dues and Subscriptions	60.00
Entertainment	7,430.80
Travel & Lodging	23,692.75
Subcontracting Service	54,010.85
Promotion	1,832.49
Interest Fees	23,525.78
Bank Charges	1,328.90
Merchant ID Charges	2,094.44

TOTAL Sale Expenses	170,464.53

Depreciation, Equipment	98,593.00
Consultant Fees	
Officers - Corporate	79,100.00

TOTAL Consultant Fee	79,100.00

Agent Commissions & Fees	
Long Distance - Agency	150,064.57

TOTAL Agent Commissions & Fees	150,064.57

Taxes	
State Sales Taxes Paid	8,761.32

TOTAL Taxes	8,761.32

Payroll & Taxes	
Salaries & Wages Office	75,696.99
Payroll Taxes, Office	7,224.75

TOTAL Payroll & Taxes	82,921.74

TOTAL Expenses	732,594.97

***** OPERATING PROFIT	110,402.01

Other Income & Expenses	
Finance Charge Income	5,436.94
Miscellaneous Income	248.92
Interest Income	3,114.98

TOTAL Other Income & Expenses	8,800.84

***** PROFIT BEFORE TAXES	119,202.85

Provisions for Taxes	
INCOME TAX EXPENSE	7,388.76

TOTAL Provisions for Taxes	7,388.76

***** NET PROFIT	\$111,814.09
	=====

Oct 17, 2001
5:08 pm

TRECOM INTERNATIONAL, INC. Balance Sheet

December 31, 1999

ASSETS

Current Assets:

Cash

General - F&Trust: Merchant ID	\$6,860.00
General Account / B of A:	40,902.24
Market Account / B of A:	12,046.07
Savings Account - B of A:	20,613.58

TOTAL Cash \$80,421.89

Account Receivables

Trade - General	234,378.19
-----------------	------------

TOTAL Account Receivables 234,378.19
Stock Subscription Receivables 90,000.00

Notes Receivable

Officer Loans	27,717.78
---------------	-----------

TOTAL Notes receivable 27,717.78
Inventory 57,418.86

Prepaid Expenses

Security Deposits	4,029.83
-------------------	----------

TOTAL Prepaid Expenses 4,029.83

TOTAL Current Assets \$483,966.55

Fixed Assets:

Equipment and Furniture (Net)	228,655.75
-------------------------------	------------

TOTAL Fixed Assets \$228,655.75

TOTAL ASSETS \$712,622.30

LIABILITIES

Current Liabilities:

Accounts Payable

Trade Payable	\$61,473.70
Customer Deposits	9,804.37

TOTAL Accounts Payable \$71,278.07
Sales Tax Payable 2,118.47

TREMCOM INTERNATIONAL, INC.
Balance Sheet

As of: December 31, 2000

ASSETS

Current Assets:

Cash		\$26,043.14	
Account Receivables			
Trade - General	\$202,577.70		
	<hr/>		
TOTAL Account Receivables		202,577.70	
Stock Subscription Receivables		90,000.00	
Notes Receivable			
Officer Loans	28,627.14		
Loan - NextGen	22,383.45		
	<hr/>		
TOTAL Notes receivable		51,010.59	
Inventory		31,902.96	
Prepaid Expenses			
Security Deposits	4,629.83		
	<hr/>		
TOTAL Prepaid Expenses		4,629.83	
		<hr/>	
TOTAL Current Assets			\$406,164.22
Fixed Assets:			
Equipment and Furniture (Net)		272,679.75	
		<hr/>	
TOTAL Fixed Assets			272,679.75
			<hr/>
TOTAL ASSETS			\$678,843.97
			<hr/>

LIABILITIES

Current Liabilities:

Accounts Payable			
Trade Payable	\$2,614.69		
Customer Deposits	39,345.38		
	<hr/>		
TOTAL Accounts Payable		\$41,960.07	
Sales Tax Payable		3,033.51	
Payroll Taxes Payable			
Federal Payroll Taxes Payable	2,622.05		
State Payroll Taxes Payable	1,429.22		
	<hr/>		
TOTAL Payroll Taxes Payable		4,051.27	
		<hr/>	
TOTAL Current Liabilities			\$49,044.85

TRECOM INTERNATIONAL, INC.
Balance Sheet

As of: December 31, 2000

Long-Term Liabilities:

Leases and notes

89,521.84

TOTAL Long-Term Liabilities

89,521.84

Other Liabilities:

Loans from Shareholders-Sub.

28,554.75

TOTAL Other Liabilities

28,554.75

TOTAL LIABILITIES

167,121.44

CAPITAL

Capital Stock

104,000.00

Additional Paid-In-Capital

144,000.00

Retained Earnings

253,169.77

Year-to-Date Earnings

10,552.76

TOTAL CAPITAL

511,722.53

TOTAL LIABILITIES & CAPITAL

\$678,843.97

TREMCOM INTERNATIONAL, INC.

Income Statement

	12 Months Ended December 31, 2000	
Income		
SALES	\$3,168,844.98	101.1%
TOTAL Income	3,168,844.98	101.1%
Adjustments		
Sales Returns & Allowances	(33,892.10)	-1.1%
TOTAL Adjustments	(33,892.10)	-1.1%
***** NET INCOME	3,134,952.88	100.0%
Cost of Goods Sold		
Cost of Goods Sold	2,276,214.51	72.6%
Freight	653.77	0.0%
TOTAL Cost of Goods Sold	2,276,868.28	72.6%
***** GROSS PROFIT	858,084.60	27.4%
Expenses		
OFFICE EXPENSES	213,654.39	6.8%
Sale Expenses		
Advertising	7,493.16	0.2%
Printing	11,561.89	0.4%
Bad Debt	15,131.32	0.5%
Dues and Subscriptions	74.00	0.0%
Entertainment	4,527.00	0.1%
Travel & Lodging	17,212.34	0.5%
Subcontracting Service	67,961.50	2.2%
Promotion	1,437.19	0.0%
Financial Expense/Banks	43.25	0.0%
Interest Fees	16,737.17	0.5%
Bank Charges	160.00	0.0%
Merchant ID Charges	7,518.63	0.2%
Am. Exp. Mechant ID Charges	182.21	0.0%
TOTAL Sale Expenses	150,039.66	4.8%
Depreciation, Equipment	48,303.00	1.5%
Consultant Fees		
Officers - Corporate	120,800.00	3.9%
Corporate Consulting	12,500.00	0.4%

TREMCOM INTERNATIONAL, INC.

Income Statement

12 Months Ended
December 31, 2000

TOTAL Consultant Fee	133,300.00	4.3%
Agent Commissions & Fees		
Long Distance - Agency	186,201.69	5.9%
TOTAL Agent Commissions & Fees	186,201.69	5.9%
Taxes		
Personal Property Taxes	281.44	0.0%
State Sales Taxes Paid	9,196.61	0.3%
Property Tax	4,101.70	0.1%
Bank and Corporate Tax	1,843.00	0.1%
TOTAL Taxes	15,422.75	0.5%
Payroll & Taxes		
Salaries & Wages Office	94,660.16	3.0%
Payroll Taxes, Office	9,224.97	0.3%
TOTAL Payroll & Taxes	103,885.13	3.3%
TOTAL Expenses	850,806.62	27.1%
***** OPERATING PROFIT	7,277.98	0.2%
Other Income & Expenses		
Finance Charge Income	3,118.35	0.1%
Miscellaneous Income	250.00	0.0%
Interest Income	770.43	0.0%
TOTAL Other Income & Expenses	4,138.78	0.1%
***** PROFIT BEFORE TAXES	11,416.76	0.4%
Provisions for Taxes		
INCOME TAX EXPENSE	864.00	0.0%
TOTAL Provisions for Taxes	864.00	0.0%
***** NET PROFIT	\$10,552.76	0.3%

TRECOM INTERNATIONAL, INC.

Balance Sheet

As of: December 31, 2001

ASSETS

Current Assets:

Cash		\$141,836.48	
Account Receivables			
Trade - General	\$102,984.97		
	<hr/>		
TOTAL Account Receivables		102,984.97	
Notes Receivable			
Officer Loans	50,285.71		
Loan - NextGen	22,383.45		
	<hr/>		
TOTAL Notes receivable		72,669.16	
Inventory		18,345.20	
Prepaid Expenses			
Security Deposits	6,979.83		
	<hr/>		
TOTAL Prepaid Expenses		6,979.83	
		<hr/>	
TOTAL Current Assets			\$342,815.64

Fixed Assets:

Equipment and Furniture (Net)		274,890.50	
		<hr/>	
TOTAL Fixed Assets			274,890.50
			<hr/>
TOTAL ASSETS			\$617,706.14
			<hr/>

LIABILITIES

Current Liabilities:

Accounts Payable			
Trade Payable	(\$50.00)		
Customer Deposits	23,245.38		
	<hr/>		
TOTAL Accounts Payable		\$23,195.38	
Sales Tax Payable		2,828.77	
Payroll Taxes Payable			
Federal Payroll Taxes Payable	1,378.10		
State Payroll Taxes Payable	921.42		
	<hr/>		
TOTAL Payroll Taxes Payable		2,299.52	
		<hr/>	
TOTAL Current Liabilities			\$28,323.67

TREMCOM INTERNATIONAL, INC.

Balance Sheet

As of: December 31, 2001

Long-Term Liabilities:		
Leases and notes	93,614.04	
TOTAL Long-Term Liabilities		93,614.04
Other Liabilities:		
Loans from Shareholders-Sub.	20,000.00	
TOTAL Other Liabilities		20,000.00
TOTAL LIABILITIES		141,937.71
CAPITAL		
Capital Stock	14,000.00	
Additional Paid-In-Capital	144,000.00	
Retained Earnings	263,722.53	
Year-to-Date Earnings	54,045.90	
TOTAL CAPITAL		475,768.43
TOTAL LIABILITIES & CAPITAL		\$617,706.14

TREMCOM INTERNATIONAL, INC.

Income Statement

	12 Months Ended December 31, 2001	
Income		
SALES	\$2,969,185.94	100.4%
TOTAL Income	2,969,185.94	100.4%
Adjustments		
Sales Returns & Allowances	(13,165.63)	-0.4%
TOTAL Adjustments	(13,165.63)	-0.4%
***** NET INCOME	2,956,020.31	100.0%
Cost of Goods Sold		
Cost of Goods Sold	1,814,053.75	61.4%
Freight	3,151.34	0.1%
TOTAL Cost of Goods Sold	1,817,205.09	61.5%
***** GROSS PROFIT	1,138,815.22	38.5%
Expenses		
OFFICE EXPENSES	333,585.30	11.3%
Sale Expenses		
Advertising	7,200.00	0.2%
Printing	11,491.91	0.4%
Bad Debt	119,711.83	4.0%
Entertainment	16,742.69	0.6%
Travel & Lodging	16,155.97	0.5%
Subcontracting Service	30,321.25	1.0%
Promotion	2,984.10	0.1%
Bad Debt Collections Cost	104.37	0.0%
Interest Fees	16,751.53	0.6%
Bank Charges	6,101.95	0.2%
Merchant ID Charges	6,171.84	0.2%
Am. Exp. Mechant ID Charges	641.44	0.0%
TOTAL Sale Expenses	234,378.88	7.9%
Depreciation, Equipment	72,495.72	2.5%
Consultant Fees		
Officers - Corporate	218,100.00	7.4%
International Affaires	45,860.00	1.6%
TOTAL Consultant Fee	263,960.00	8.9%

TRECOM INTERNATIONAL, INC.
Income Statement

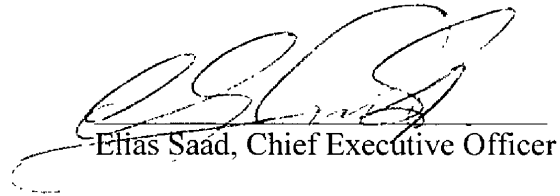
	12 Months Ended December 31, 2001	
Agent Commissions & Fees		
Long Distance - Agency	61,726.54	2.1%
TOTAL Agent Commissions & Fees	61,726.54	2.1%
Taxes		
State Sales Taxes Paid	5,605.00	0.2%
Property Tax	2,655.22	0.1%
Bank and Corporate Tax	245.63	0.0%
Telecom Utility Taxes	15,494.90	0.5%
TOTAL Taxes	24,000.75	0.8%
Payroll & Taxes		
Salaries & Wages Office	83,503.68	2.8%
Payroll Taxes, Office	7,131.18	0.2%
TOTAL Payroll & Taxes	90,634.86	3.1%
TOTAL Expenses	1,080,782.05	36.6%
***** OPERATING PROFIT	58,033.17	2.0%
Other Income & Expenses		
Finance Charge Income	(2,482.72)	-0.1%
Miscellaneous Income	80.10	0.0%
Interest Income	348.80	0.0%
TOTAL Other Income & Expenses	(2,053.82)	-0.1%
***** PROFIT BEFORE TAXES	55,979.35	1.9%
Provisions for Taxes		
INCOME TAX EXPENSE	1,933.45	0.1%
TOTAL Provisions for Taxes	1,933.45	0.1%
***** NET PROFIT	\$54,045.90	1.8%

AFFIRMATION OF ACCURACY OF FINANCIAL STATEMENTS

The undersigned Chief Executive Officer of Tremcom International, Inc. hereby affirms that the foregoing financial statements for the years 1999, 2000, and 2001 are true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Date: February 14, 2002

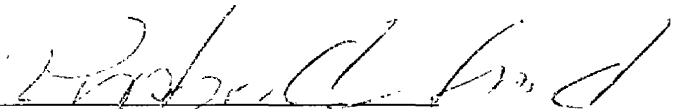

Elias Saad, Chief Executive Officer

AFFIRMATION OF ACCURACY OF FINANCIAL STATEMENTS

The undersigned Chief Financial Officer of Tremcom International, Inc. hereby affirms that the foregoing financial statements for the years 1999, 2000, and 2001 are true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Date: ^{March} February 19, 2002


Richard Saad, Chief Financial Officer