

ORIGINAL

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

May 13, 2002

*Via Overnight Delivery*

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

RE: **Airespring, Inc.**

**020417-TI**

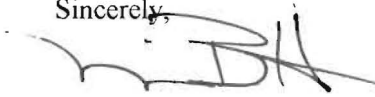
Dear Sirs:

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 Airespring, Inc. 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

cc: Avi Lonstein, Airespring  
(cover only)

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:



02 MAY 14 AM 9:47  
DISTRIBUTION CENTER

RECEIVED & FILED  
  
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

05143 MAY 14 08

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

020417-TI

---

Instructions

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

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

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

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

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

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:

Airespring, Inc.

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

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

Airespring, Inc.

4825 Gaynor Ave.

Encino, CA 91436

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            | ( ) Corporation         |
| ( x ) 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:**

F02000001958 (Delaware 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:**

\_\_\_\_\_

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): 95-4862910

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?

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Residential Customers | <input checked="" type="checkbox"/> Business Customers    |
| <input type="checkbox"/> PATs providers                   | <input type="checkbox"/> PATs station end-users           |
| <input type="checkbox"/> Hotels & motels                  | <input type="checkbox"/> Hotel & motel guests             |
| <input type="checkbox"/> Universities                     | <input type="checkbox"/> Universities dormitory residents |
| <input type="checkbox"/> 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:** mhaab@nbglaw.com

**Internet Website Address:** \_\_\_\_\_

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

**Name:** Avi Lonstein  
**Title:** President  
**Address:** 4825 Gaynor Ave.  
**City/State/Zip:** Encino, CA 91436  
**Telephone No.:** (818) 981-5095 **Fax No.:** (818) 981-5099  
**Internet E-Mail Address:** avi@airespring.com  
**Internet Website Address:** \_\_\_\_\_

(c) Complaints/Inquiries from customers:

**Name:** Don Greenstein  
**Title:** V.P. Operations  
**Address:** 4825 Gaynor Ave.  
**City/State/Zip:** Encino, CA 91436  
**Telephone No.:** (818) 981-5095 **Fax No.:** (818) 981-5099  
**Internet E-Mail Address:** \_\_\_\_\_  
**Internet Website Address:** \_\_\_\_\_

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

None.  
\_\_\_\_\_  
\_\_\_\_\_

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

Washington, Texas, Colorado  
\_\_\_\_\_  
\_\_\_\_\_



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

None.

---

---

(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  $\sqrt$  (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:**

\_\_\_\_\_  
Avi Lonstein  
**Print Name**

\_\_\_\_\_  
President  
**Title**

\_\_\_\_\_  
(818) 981-5095  
**Telephone No.**

\_\_\_\_\_  
**Fax No.**

\_\_\_\_\_  
  
**Signature**

\_\_\_\_\_  
May 6, 2002  
**Date**

\_\_\_\_\_  
(818) 981-5099

**Address:** \_\_\_\_\_  
4825 Gaynor Ave.  
\_\_\_\_\_  
Encino, CA 91436  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**THIS PAGE MUST BE COMPLETED AND SIGNED**

**CUSTOMER DEPOSITS AND ADVANCE PAYMENTS**

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

- ( X ) The applicant will **not** collect deposits nor will it collect payments for service more than one month in advance.
  
- ( ) The applicant intends to collect deposits and/or advance payments for more than one month's service and will file and maintain a surety bond with the Commission in an amount equal to the current balance of deposits and advance payments in excess of one month.  
(The bond must accompany the application.)


**UTILITY OFFICIAL:**

Avi Lonstein  
\_\_\_\_\_  
**Print Name**

President  
\_\_\_\_\_  
**Title**

(818) 981-5095  
\_\_\_\_\_  
**Telephone No.**

**Address:** 4825 Gaynor Ave.  
\_\_\_\_\_  
Encino, CA 91436  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

  
\_\_\_\_\_  
**Signature**

May 6, 2002  
\_\_\_\_\_  
**Date**

(818) 9817-5099  
\_\_\_\_\_  
**Fax No.**

**THIS PAGE MUST BE COMPLETED AND SIGNED**

**AFFIDAVIT**

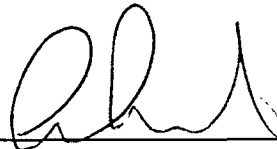
By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide interexchange telecommunications service in the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

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

**UTILITY OFFICIAL:**

Avi Lonstein \_\_\_\_\_

**Print Name**



\_\_\_\_\_  
**Signature**

President \_\_\_\_\_

**Title**

May 6, 2002  
\_\_\_\_\_  
**Date**

(818) 981-5095 \_\_\_\_\_

**Telephone No.**

(818) 981-5099 \_\_\_\_\_

**Fax No.**

**Address:** 4825 Gaynor Ave. \_\_\_\_\_

Encino, CA 91436 \_\_\_\_\_



**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:**

Avi Lonstein  
**Print Name**

President  
**Title**

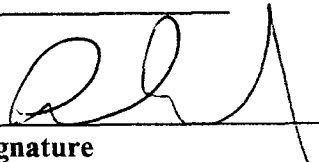
(818) 981-5095  
**Telephone No.**

**Address:** 4825 Gaynor Ave.  
Encino, CA 91436

---

---

---

  
**Signature**

mg 6, 2002  
**Date**

(818) 981-5099  
**Fax No.**

**CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT**

I, (Name) \_\_\_\_\_,

(Title) \_\_\_\_\_ of  
\_\_\_\_\_ (Name of Company)

and current holder of Florida Public Service Commission Certificate Number

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

( ) transfer

( ) assignment

of the above-mentioned certificate.

**UTILITY OFFICIAL:**

\_\_\_\_\_  
**Print Name**

  
\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Title**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Telephone No.**

\_\_\_\_\_  
**Fax No.**

**Address:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

# **EXHIBIT A**

CERTIFICATE OF AUTHORITY



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 19, 2002

SHEREE WEST  
3500 NORTH CAUSEWAY BLVD., SUITE 1442  
METAIRIE, LA 70002

Qualification documents for AIRESPRING, INC. were filed on April 16, 2002 and assigned document number F02000001958. 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.

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.

Tammi Cline  
Document Specialist  
Division of Corporations

Letter Number: 402A00023720

## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Airespring, 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, A.P.L.L.C.

(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)

### 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

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. Airespring, 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. Delaware 3. 95-4862910
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/24/01 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. 4825 Gaynor Avenue, Encino, CA 91436
(Principal office address)
4825 Gaynor Avenue, Encino, CA 91436
(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)

02 APR 16 PM 4:29
FILED
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.

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

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Director: Avi Lonstein

Address: 4825 Gaynor Avenue, Encino, CA 91436

\_\_\_\_\_

Director: Tony Charles Lonstein

Address: 4825 Gaynor Avenue, Encino, CA 91436

\_\_\_\_\_

**B. OFFICERS**

President: Avi Lonstein

Address: 4825 Gaynor Avenue, Encino, CA 91436

\_\_\_\_\_

Vice President: Tony Charles Lonstein

Address: 4825 Gaynor Avenue, Encino, CA 91436

\_\_\_\_\_

Secretary: Avi Lonstein

Address: 4825 Gaynor Avenue, Encino, CA 91436

\_\_\_\_\_

Treasurer: Avi Lonstein

Address: 4825 Gaynor Avenue, Encino, CA 91436

\_\_\_\_\_

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. Avi Lonstein, President/Secretary/Treasurer

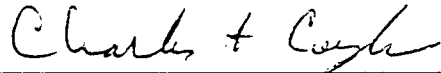
(Typed or printed name and capacity of person signing application)

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:

NRAI Services, Inc.

A handwritten signature in cursive script that reads "Charles A. Coyle". The signature is written in black ink and is positioned above a horizontal line.

Charles A. Coyle - Assistant Secretary

Florida



# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AIRESPRING WIRELESS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AIRESPRING, INC.", THE FIFTH DAY OF APRIL, A.D. 2002, AT 3 O'CLOCK P.M..

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AIRESPRING, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2001.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3396215 8320

AUTHENTICATION: 1714622

020230907

DATE: 04-10-02

# **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 Airespring, Inc. with principal offices at 4825 Gaynor Ave., Encino, California 91436. 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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

**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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

---

**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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

**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 - Airespring, Inc.

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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436



**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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

**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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

---

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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

**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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

**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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

**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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

---

**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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

---

**SECTION 3 - DESCRIPTION OF SERVICE continued**

3.4 **Service Offerings**

3.4.1 **Outbound 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 varying increments depending on the type of service. (See Sections 4.1 and 4.2.)

The Company offers switched and dedicated Long Distance Service to residential and business customers under the plans set forth in Section 4.1 and 4.2.

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 varying increments depending on the type of service. (See Sections 4.1 and 4.2.)

The Company offers Inbound 8XX Long Distance Service to residential and business customers under the plans set forth in Section 4.1 and 4.2.

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.

The Company does not currently offer any travel card services.

---

ISSUED: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436



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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

---

**SECTION 4 - RATES**

**4.1 Switched Access Outbound and Inbound Rates**

	<u>Tier A Origination</u>	<u>Tier B Origination</u>
Plan SVR	\$0.1090 per minute	\$0.1730 per minute
Plan VR	\$0.1290 per minute	\$0.1950 per minute

Billed with an initial 18 second increment and in 6 second increments thereafter.

Customers using less than \$15.00 per month will incur a monthly recurring charge of \$2.99.

**4.2 Dedicated Access Outbound and Inbound Rates**

**4.2.1 Dedicated Non-Blended (Routing Advantage):**

	<u>Outbound</u>	<u>Inbound</u>
Plan SVR	\$0.0820/min	\$0.0680/min
Plan VR	\$0.0920/min	\$0.0770/min

Billed in 6 second increments.

Customers are required to sign a one-year term contract.

Monthly Commitment of \$3,000.00 required.

---

ISSUED: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

---

**4.2.2 Dedicated Blended (Dedicated Plus):**

	<u>Outbound</u>	<u>Inbound</u>
Plan SVR	\$0.0680/min	\$0.0709/min
Plan VR	\$0.0770/min	\$0.0800/min

Billed with an initial 18 second increment and in 6 second increments thereafter.

Customers are required to sign a one-year term contract.

Monthly Commitment of \$3,000.00 required.

**4.3 PICC Charge**

\$4.31 per month. Applies to business customers only.

**4.4 Directory Assistance**

\$0.99 per call. (Up to 2 requests per call.)

**4.5 Payment of Calls****4.5.1 Late Payment Charges**

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

**4.5.2 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: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

---

**SECTION 4 - RATES continued**

**4.6 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.

**4.7 Special Rates For The Handicapped**

**4.7.1. 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.

**4.7.2. Hearing and Speech Impaired Persons**

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

**4.7.3. Telecommunications Relay Service**

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is 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.

**4.8 Pay Telephone (Payphone) Dial-Around Surcharge**

A \$0.25 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 101XXXX. Although collected on the customer's bill, this charge is reimbursed to pay telephone service provider.

---

ISSUED: May 13, 2002

EFFECTIVE:

By:

Avi Lonstein, President  
4825 Gaynor Ave.  
Encino, California 91436

# **EXHIBIT C**

## **MANAGEMENT PROFILES**

## Management Profiles

### Avi Lonstein, Chief Executive Officer

As the former President of ADDTEL Communications, Mr. Lonstein was directly responsible for taking ADDTEL from a start-up operation to a nationwide long distance reseller with over \$40 million in annualized revenues, and a highly respected agency network made up of over 140 agents in 17 states. Under Mr. Lonstein's direction, ADDTEL was recognized as one of the industries most innovative and well-managed companies, and experienced substantial growth during Mr. Lonstein's 8 year tenure. Mr. Lonstein is well known in the resale telecommunications industry, and was one of the founding members of the industry's trade association, the Association of Communications Enterprises (ASCENT). Prior to co-founding ADDTEL, Mr. Lonstein held the position of Assistant Controller at Michael Baybak and Company, a corporate public relations firm.

### Tony C. Lonstein, Executive Vice President

As the former co-founder and Chairman of ADDTEL Communications, Mr. Lonstein was responsible for the overall strategic direction for ADDTEL. Over and above successfully raising start-up funding at ADDTEL's inception, Mr. Lonstein was involved in extensive negotiations with major carriers, including AT&T and MCI Worldcom, as well as with major customers, which included such companies as Earthlink Network. Mr. Lonstein's prior experience includes the complex structure of several multinational trading agreements, as well as international import/export and commodities trading.

### Michael Baybak, Advisory Board

Mr. Baybak is principal of Michael Baybak and Company, Inc., headquartered in the Los Angeles area. The company, founded May 1, 1979, services a diversified North American clientele of financial advisors and public companies.

The company has a distinguished history as the national PR firm acting for the passage of the Balanced Budget/Tax Limitation Amendment in the U.S. Senate, 1981-5, working with Dr. Milton Friedman's National Tax Limitation Committee. Clients have included numerous financial institutions, including Oppenheimer & Co., Imperial BanCorp, Permanent Portfolio Family of Funds, Charles Allmon of GSO Trust, and others. The firm has also been the long-term advisor for many prominent financial advisors. The company has long acted for emerging companies in a variety of industries, many of which it has prominently profiled in U.S. business media.

Mr. Baybak graduated from Columbia University and attended Yale Law School. Before entering the financial public relations field in 1977 as an account executive, he was a business writer for a number of organizations including McGraw-Hill and The Christian Science Monitor.

#### Dr. Aharon Friedman, Advisory Board

Mr. Friedman co-founded Fortress Technologies, Inc., a wireless network security company with headquarters in Tampa, Florida in 1995. He possesses over 20 years of computer science and networking experience. Formerly, he served as a Senior Scientist at Brookhaven National Laboratory, where he designed and supervised the construction of one of the largest distributed control systems in the world. Formerly, he managed a research and development project on aircraft unstructured modeling for the US Air Force while employed at Science Applications International Corporation. He has been recognized for significant contributions to particle accelerator research and published over 40 papers in various scientific journals. Dr. Friedman holds a doctorate in Physical Electronics and Physics from Tel-Aviv University.

#### Matthew Feshbach, Advisory Board

Matthew Feshbach was the Managing General Partner of Feshbach Bros., an investment management firm, from 1982 through 1996.

During this time Feshbach Bros. grew assets under management from \$20,000 to a peak of \$1 Billion and performed in the top 1% of all money managers in the United States, equity or debt, according to a survey by Piper Jaffrey. Since 1996 Mr. Feshbach has principally been a private investor. Mr. Feshbach also serves as the chairman of FatpipeU, a broadband outsourced training skills company, headquartered in Orange County, California.

#### Richard M. Torre, Advisory Board

After twenty years of diversified national and international business experience on both coasts, Dick Torre founded the predecessor to Global Vantage, Ltd., sixteen years ago. The firm specializes in mergers and acquisitions, corporate debt and equity financing, merchant banking, captive finance/leasing and cross-border financing.

Dick is an active board member for a variety of public and private firms and civic organizations. He is currently Vice Chairman, Pacific Mercantile Bank (NASDAQ); Chairman, Exceed Capital Holdings, Ltd. (CDN); Vice-Chairman, JLM Foodservices, Inc.; Vice-Chairman, E-Books Interactive, Inc. and is the former Chairman of the Forum for Corporate Directors. Dick is also a member of the Executive Board, Graduate School of Management at the University of California, Irvine and a member of the Association for Corporate Growth.

A summa cum laude graduate of Fordham University, Physics, in 1963, he has been a guest lecturer or faculty member at Pepperdine University, the U.S. Naval Institute, City College of New York, Woodbury University, the New York Institute of Credit and Melbourne University on topics as diverse as business/finance and the strategy and tactics of the Pacific War 1937-1945.

## Pete Summers, Advisory Board

Mr. Summers was the co-founder and director of Anaserve Inc., a California based Web hosting firm. After growing Anaserve to a customer base of more than 10,000 web sites, the company was purchased by Concentric Networks in 1997. Concentric Networks has since been purchased by XO Communications. Prior to his tenure at Anaserve, Mr. Summers founded Software Central, a software distribution firm servicing major business accounts throughout the U.S. Software Central was sold to a consortium of investors in 1987. Mr. Summers is currently a private investor.



# **EXHIBIT D**

## **FINANCIAL DOCUMENTATION**

The Company's unaudited financial statements are attached.

04/29/02

**Airespring Wireless**  
**Profit and Loss**  
 January 1 through April 29, 2002

	<u>Jan 1 - Apr 29, '02</u>
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
Sales	7,114.00
Services	779.51
Shipping & Handling Income	165.00
<b>Total Income</b>	8,058.51
<b>Cost of Goods Sold</b>	
Cost of Goods Sold	8,980.00
<b>Total COGS</b>	8,980.00
<b>Gross Profit</b>	-921.49
<b>Expense</b>	
Bank Service Charges	57.96
Billing Services	5,000.00
Computer Hardware & Software	3,105.41
Credit Card/EFT Processing Fees	192.48
Finders Fees	6,650.00
Fulfillment Expenses	240.04
Government Fees	142.22
Hosting Fees	6,895.51
Insurance	3,028.00
Inventory Shipping Costs	620.00
Licenses and Permits	1,229.90
Marketing Fees	6,505.66
Network Fees	870.03
Office Supplies	587.02
Payroll Expenses	144,769.71
Postage and Delivery	312.78
Professional Fees	35,067.19
Rent	5,600.00
Software	1,193.88
Telephone	2,127.46
Travel & Ent	2,738.62
Utilities	1,585.80
<b>Total Expense</b>	228,519.67
<b>Net Ordinary Income</b>	-229,441.16
<b>Other Income/Expense</b>	
<b>Other Income</b>	
Interest Income	1,003.78
Other Income	5.91
<b>Total Other Income</b>	1,009.69
<b>Net Other Income</b>	1,009.69
<b>Net Income</b>	<u><u>-228,431.47</u></u>

04/29/02

**Airespring Wireless**  
**Summary Balance Sheet**  
As of April 29, 2002

	Apr 29, '02
<b>ASSETS</b>	
<b>Current Assets</b>	
Checking/Savings	504,208.51
Other Current Assets	11,247.00
<b>Total Current Assets</b>	<u>515,455.51</u>
<b>TOTAL ASSETS</b>	<u><u>515,455.51</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
Accounts Payable	7,003.09
Other Current Liabilities	7,883.09
<b>Total Current Liabilities</b>	<u>14,886.18</u>
<b>Total Liabilities</b>	14,886.18
<b>Equity</b>	500,569.33
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>515,455.51</u></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 Company's current bank account statement attached. (The Company has no audited financial statements.)
2. The Applicant will maintain the requested services from revenue generated from its ongoing operations. The Company is currently applying for certification in Colorado, New Jersey, Washington, and Texas.
3. The Company has sufficient financial capability to meet any lease and ownership obligations.

P.O. Box 3530  
Rancho Cordova, CA 95741-3530

0392  
E 26-3

**Your Bank of America  
Combined Account  
Statement**

Statement Date: March 26, 2002

**At Your Service**  
Call: 818-994-8200, 24 hours,  
7 days a week

**Written Inquiries**  
Bank of America  
Encino Branch  
PO Box 37176  
San Francisco, CA 94137-0001



AIRESRING WIRELESS, INC.  
GENERAL ACCOUNT  
4825 GAYNOR AVE  
ENCINO CA 91436-1430

Customer since 2001  
Bank of America appreciates your  
business and we enjoy serving you.

**Summary of Your Deposit Accounts**

Account	Account Number	Your Balance
Business Checking	03927-07037	\$ 22,334.97
Business Money Market	* 03924-08972	373,813.00
<b>Total Balances</b>		<b>\$ 396,147.97</b>

\*Combined balances in these accounts may be used to eliminate monthly checking account service charges.

**Bank of America News**

Did you know that you could view your business account information online? Our online banking services give you real-time access to your account information around the clock. Visit [www.bankofamerica.com/smallbusiness](http://www.bankofamerica.com/smallbusiness) to learn more about banking and paying your bills online.

**Your Business Checking Account**

Beginning Balance on 02/26/02	\$2,017.51
Total Deposits and Credits	+ 67,000.00
Total Checks, Withdrawals, Transfers, Account Fees	- 46,682.54
<b>Ending Balance</b>	<b>\$22,334.97</b>

Account Number: 03927-07037  
Statement Period: February 26 through March 26, 2002

Number of checks paid	26
Number of 24 Hour Customer Service Calls	
Self-Service	0
Assisted	0

**Important Information About Your Account**

Based on the minimum balance you've maintained in this account, your monthly service charge has been waived.

**Account Activity**

Date Posted	Description	Reference #	Debits	Credits	Daily Balance
02/26	Computer Banking Transaction 057012 on 02-25 By Customer 294227749 -Transfer from Checking 03924-08972			\$ 20,000.00	
02/26	Check # 2040		\$ 2,743.50		\$19,274.01
02/27	Check # 2039		\$ 3,445.38		\$15,828.63
02/28	Check # 1133		\$ 200.00		