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

CK 12274

\$250.00

MC

CK written by Wholesale Telecom Corp.

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

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

Instructions

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

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

DEPOSIT

DATE

D 2 1 9

MAY 31 2002

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

02 MAY 29 AM 10:34

REGISTRATION CENTER

05694 MAY 30 08

FPSC-COMMISSION CLERK

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:

WHOLESALE TELECOM CORPORATION

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

WTC / WHOLESALE TELECOM CORPORATION

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

2100 PONCE DE LEON BLVD.

SUITE 1020

CORAL GABLES, FL. 33134

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

2100 PONCE DE LEON BLVD. SUITE 1020
CORAL GABLES, FL, 33134 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.
- 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;

- | | |
|--|---|
| <input type="checkbox"/> Individual | <input checked="" type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> 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:**
_____ 994000004166 _____ 1/18/94

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

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

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): _____

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: MR FABIO GALOPPI

Title: VICE PRESIDENT

Address: 2100 PONCE DE LEON BLD # 1020

City/State/Zip: CORAL GABLES FL 33134

Telephone No.: 305-913-0320 Fax No.: 305-913-0380

Internet E-Mail Address: FGALOPPI@WTCTEL.NET

Internet Website Address: WWW.WTCTEL.NET

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

Name: MR PIERRE GALOPPI

Title: PRESIDENT

Address: 2100 PONCE DE LEON BLVD, SUITE 1020
City/State/Zip: CORAL GABLES, FL 33134

Telephone No.: 305-913-0320 Fax No.: 305-913-0330

Internet E-Mail Address: PGALOPPI@WTCTEL.NET

Internet Website Address: WWW.WTCTEL.NET

(c) Complaints/Inquiries from customers:

Name: MR FABIO GALOPPI

Title: VICE PRESIDENT

Address: 2100 PONCE DE LEON BLVD. #1020
City/State/Zip: CORAL GABLES, FL, 33134

Telephone No.: 305-913-0320 Fax No.: 305-913-0330

Internet E-Mail Address: FGALOPPI@WTCTEL.NET

Internet Website Address: WWW.WTCTEL.NET

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

NONE

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

NONE

(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.

FLORIDA (BILLING DISPUTE)

NEW YORK (BILLING DISPUTE)

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

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

NONE

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

NONE

21. The applicant will provide the following interexchange carrier services \checkmark (check all that apply):

a. **MTS with distance sensitive per minute rates**

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

b. **MTS with route specific rates per minute**

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

c. **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).

23. Submit the following:

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

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.

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.

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.
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.

Applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served:

WTC has been in business for over five years and its main source of revenue is Carrier-to-Carrier international termination. Revenues in the last three years have been steady and the company is financially sound.

WTC presently carries long distance traffic for wholesale companies that sell these same services to their retail base by becoming a service provider WTC's position in the market will improve and the public will benefit from lower prices.

The company's investment in the area is considerable with 30 employees a Network Operations Center (NOC) in Fort Lauderdale and corporate offices in Miami

The financial information provided about WTC should easily explain the company's financial capability for providing the service requested.

Applicant has sufficient financial capability to maintain the requested service

WTC's main source of business is the termination of traffic for international carriers on a Carrier to Carrier relationship this core business has maintained the company in a lucrative level for the last five years and the development of the retail customer base is an enhancement to its present business structure.

Applicant has sufficient financial capability to meet its lease or ownership obligations

WTC is not a new company and over the years the company has met all of its financial obligations for the purchase of Siemen's DCO and Cisco 5300 routers and an extensive list of equipment that it has in the Network Operations Center located in Fort Lauderdale.

The company's ability to meet its lease obligations is satisfied through the revenues produced by the International Carrier to Carrier termination of traffic.

This is also the business that provides WTC with the infrastructure need to provide the service requested.

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:

PIERRE GALOPPI

Print Name

PRESIDENT - CEO

Title

305-913-0320 305 913-0330

Telephone No.

Fax No.

x P. Galoppi

Signature

MAY 20 2002

Date

Address:

2100 PONCE DE LEON BLVD

SUITE 1020

ORAL GABLES FL. 33134

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:

PIERRE GALOPPI
Print Name

Pg. SL
Signature

PRESIDENT - CEO
Title

MAY 20 2002
Date

305-913-0320
Telephone No.

305 913-0330
Fax No.

Address: 2100 PONCE DE LEON BLVD.
SUITE 1020
CORAL GABLES FL 33134


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:

<u>PIERRE GALOPPI</u> Print Name	<u></u> Signature
<u>PRESIDENT - CEO</u> Title	<u>MAY 20, 2002</u> Date
<u>305-913-0320</u> Telephone No.	<u>305 913-0330</u> Fax No.
Address:	<u>2100 PONCE DE LEON BLVD</u>
	<u>SUITE 1020</u>
	<u>CORAL GABLES FL 33134</u>

CURRENT FLORIDA INTRASTATE SERVICES

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

If the answer is has, fully describe the following:

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

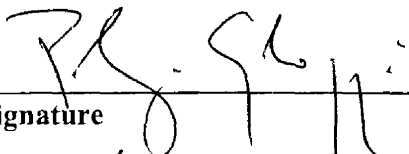
b) If the services are not currently offered, when were they discontinued?

UTILITY OFFICIAL:

PIERRE GALOPPI
Print Name

PRESIDENT - CEO
Title

305-913-0320
Telephone No.


Signature

MAY 20, 2002
Date

305-913-0330
Fax No.

Address: _____

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:

State of Florida



Department of State

I certify from the records of this office that WHOLESale TELECOM CORPORATION is a corporation organized under the laws of the State of Florida, filed on January 18, 1994 .

The document number of this corporation is P94000004166.

I further certify that said corporation has paid all fees due this office through December 31, 2001, that its most recent annual report/uniform business report was filed on April 24, 2001, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.



CR2EO22 (1-99)

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

Katherine Harris

Katherine Harris
Secretary of State

WTC

**WHOLESALE TELECOM
CORPORATION**

FINANCIAL INFORMATION


YEARS 1999, 2000 & 2001

January, 2002

Financial Information

The following information sent by Wholesale Telecom Corporation (WTC) to the Public Service Commission of the State of Florida (FPSC) is true and correct to the best of my knowledge.

Guillermo Caram



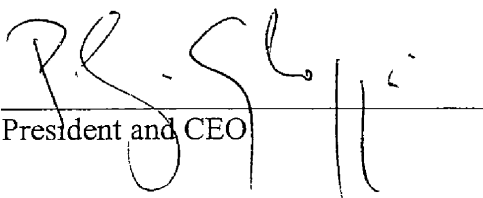
CFO

Date: 05/20/02

Financial Information

The following information sent by Wholesale Telecom Corporation (WTC) to the Public Service Commission of the State of Florida (FPSC) is true and correct to the best of my knowledge.

Pierre Galoppi



President and CEO

Date : 5/24/02

WHOLESALE TELECOM
CORPORATION

DESCRIPTION OF THE BUSINESS

January, 2002

WTC is a company dedicated to the wholesaling of international telecommunications.

The company has its executive headquarters based in Coral Gables, Florida. It has its main technical office in Fort Lauderdale Fl, with additional technical sites in Los Angeles, New York and London.

With a staff of over 30 professionals the company has been in business since 1994.

The company continues to be profitable, and registered total revenues of \$16.1 million in 2001. Through its continued strategic alliances with Siemens and PTT's (Public Telephone and Telegraph companies) around the world WTC is well positioned for additional growth opportunities in 2002.

WHOLESALE TELECOM
CORPORATION

CURRENT FINANCIAL
STATEMENTS

YEAR 2001

Wholesale Telecom Corporation
Balance Sheet
As of December 31, 2001

	Dec 31, 01
ASSETS	
Current Assets	
Checking/Savings	
Cash In Banks	316,559
Total Checking/Savings	316,559
Accounts Receivable	
Accounts Receivable	1,875,654
Total Accounts Receivable	1,875,654
Other Current Assets	
Prepaid Maintenance	1,852
Prepaid Insurance	3,861
Deferred Finance Charge	534,000
Loan Receivable-Current	28,780
Deferred Maintenance Contract	17,096
Total Other Current Assets	585,588
Total Current Assets	2,777,801
Fixed Assets	
Equipment	2,098,672
Software	187,456
Leasehold Improvement	28,000
Vehicles	20,317
Total Fixed Assets	2,334,444
Other Assets	
Circuit Installations	22,154
Goodwill	24,000
Stock Purchase	22,376
Loan Receivable	40,023
Investment in IMA	50,000
Security Deposits	54,004
Advanced Costs	142,046
Total Other Assets	354,603
TOTAL ASSETS	5,466,849
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	1,430,180
Total Accounts Payable	1,430,180
Other Current Liabilities	
Note(s) and Accruals Payable	134,608
Total Other Current Liabilities	134,608
Total Current Liabilities	1,564,788
Long Term Liabilities	
Lease and Notes Payable	3,291,795
Total Long Term Liabilities	3,291,795
Total Liabilities	4,856,583
Equity	
Opening Bal Equity	-0
Retained Earnings	175,250
Additional Paid in Capital	507
Capital Stock	100
Net Income	434,409
Total Equity	610,266
TOTAL LIABILITIES & EQUITY	5,466,849

Wholesale Tel m Corporation
Profit & Loss
 January through December 2001

	Jan 01	Feb 01	Mar 01	Apr 01	May 01	Jun 01	Jul 01	Aug 01	Sep 01	Oct 01	Nov 01	Dec 01	TOTAL
Ordinary Income/Expense													
Income													
Sales	1,322,571	916,473	1,077,727	1,164,484	958,996	1,556,668	1,600,414	1,309,752	1,525,966	1,598,818	1,492,368	1,588,284	16,112,521
Total Income	1,322,571	916,473	1,077,727	1,164,484	958,996	1,556,668	1,600,414	1,309,752	1,525,966	1,598,818	1,492,368	1,588,284	16,112,521
Cost of Goods Sold													
Telephone-Carriers	885,642	507,525	671,281	732,259	533,681	1,075,515	1,135,254	893,309	1,055,027	1,115,005	1,006,002	1,118,207	10,728,707
Total COGS	885,642	507,525	671,281	732,259	533,681	1,075,515	1,135,254	893,309	1,055,027	1,115,005	1,006,002	1,118,207	10,728,707
Gross Profit	436,929	408,948	406,446	432,225	425,315	481,153	465,160	416,443	470,939	483,813	486,366	470,077	5,383,814
Expense													
Circuits	81,082	93,000	80,568	82,067	108,576	103,494	140,557	102,940	131,756	139,270	140,539	150,301	1,354,150
Advertising & Promotion	1,805	564	0	0	0	0	0	0	0	0	0	0	2,369
Automobile Expense	0	0	0	0	0	1,000	644	1,721	725	299	69	182	4,640
Bank Service Charges	123	466	406	230	295	485	590	480	851	712	751	120	5,509
Commissions	0	5,360	0	0	0	528	124	916	800	416	2,288	4,929	15,361
Dues and Subscriptions	0	0	0	1,500	391	50	450	0	0	0	0	620	3,011
Equipment Leases	1,506	938	1,230	1,347	1,347	1,796	1,265	1,363	1,489	1,981	1,213	1,497	16,972
Handling Fees	5,000	15,000	5,000	0	0	0	2,248	0	1,802	0	0	2,370	31,420
Insurance	5,874	4,888	4,502	3,700	4,686	5,939	5,729	5,280	5,467	4,477	5,569	6,031	62,142
Interest Expense	30,670	18,286	18,968	18,542	20,175	18,279	4,884	9,618	5,405	15,416	16,872	14,128	191,243
Licenses and Permits	0	0	0	159	440	0	0	0	317	0	0	0	916
Office Administration	9,285	8,928	5,682	9,536	7,473	11,447	3,919	8,590	2,895	3,541	5,592	6,171	83,059
Outside Services	4,770	817	2,329	3,298	1,617	10,472	9,727	2,392	13,128	6,994	4,755	1,206	61,505
Payroll Expenses	123,714	123,505	123,715	123,555	123,336	123,835	126,159	135,602	134,711	135,325	146,384	139,615	1,559,456
Postage and Delivery	1,002	1,240	1,229	880	1,417	1,225	1,279	2,454	726	1,578	1,193	2,035	16,258
Professional Fees	37,026	41,899	32,319	14,680	33,810	32,540	24,242	21,865	29,788	33,996	28,245	26,250	356,660
Rent	29,272	36,283	36,283	35,766	37,182	26,403	26,403	26,403	26,403	26,815	25,345	25,345	357,903
Taxes	5,366	3,412	3,732	3,732	4,079	4,050	4,166	4,733	14,828	19,128	19,546	20,017	106,789
Telephone - Office	16,253	6,792	6,167	7,534	7,850	8,115	6,472	6,029	9,785	15,211	11,647	3,700	105,555
Travel	17,380	14,565	19,707	18,994	29,831	20,499	10,630	237	6,982	3,841	3,098	5,372	151,136
Utilities	0	0	0	0	0	1,995	2,270	2,835	2,489	2,119	2,078	2,259	16,045
Total Expense	370,128	375,943	341,837	325,520	382,505	372,152	371,758	333,458	390,347	411,119	415,184	412,148	4,502,099
Net Ordinary Income	66,801	33,005	64,609	106,705	42,810	109,001	93,402	82,985	80,592	72,694	71,182	57,929	881,715
Other Income/Expense													
Other Income													
Interest Income	3,528	3,598	3,886	3,287	3,017	3,194	2,743	2,800	1,729	1,644	1,670	1,598	32,694
Total Other Income	3,528	3,598	3,886	3,287	3,017	3,194	2,743	2,800	1,729	1,644	1,670	1,598	32,694
Other Expense													
Depreciation	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	480,000
Total Other Expense	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	480,000
Net Other Income	-36,472	-36,402	-36,114	-36,713	-36,983	-36,806	-37,257	-37,200	-38,271	-38,356	-38,330	-38,402	-447,306
Net Income	30,329	-3,397	28,495	69,992	5,827	72,195	56,145	45,785	42,321	34,338	32,852	19,527	434,409

Wholesale Telecom Corporation
Financial Statements
December 31, 2000

GARY ALEXANDER & COMPANY, CPA's

8201 PETERS ROAD, SUITE 1000
PLANTATION, FLORIDA 33324

TEL: (954) 916-2737
FAX: (954) 916-2736
CELL: (954) 804-1747

MAILING ADDRESS
P.O. BOX 823057,
SOUTH FLORIDA, FL 33082-3037
E-MAIL: GDACPA@AOL.COM

To the Board of Directors
Wholesale Telecom Corporation
Coral Gables, FL

We have Compiled the accompanying balance sheet of Wholesale Telecom Corporation as of December 31, 2000, and the related statement of income for the year then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

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

Management has elected to omit substantially all of the disclosures and the statement of cash flow normally required by generally accepted accounting principles. If the omitted disclosures were included in the financial statements, they might influence the users' conclusions about the Company's financial position and results of operations. Accordingly, these financial statements are not designed for those who are not informed about such matters.

Gary Alexander & Company, CPA's.

Gary Alexander & Company, CPA's.
March 31, 2001

Wholesale Telecom Corporation
Balance Sheet
As of December 31, 2000

	Dec 31, 00
ASSETS	
Current Assets	
Checking/Savings	
Cash In Banks	542,440
Total Checking/Savings	542,440
Accounts Receivable	
Accounts Receivable	1,428,764
Total Accounts Receivable	1,428,764
Other Current Assets	
Deferred Finance Charge	503,588
Total Other Current Assets	503,588
Total Current Assets	2,474,792
Fixed Assets	
Fixed Assets - Net	2,563,415
Total Fixed Assets	2,563,415
Other Assets	
Stock Purchase	22,376
Loan Receivable	21,476
Investment in IMA	50,000
Security Deposits	33,714
Total Other Assets	127,566
TOTAL ASSETS	5,165,774
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	1,227,291
Total Accounts Payable	1,227,291
Other Current Liabilities	
Note(s) and Accruals Payable	24,841
Total Other Current Liabilities	24,841
Total Current Liabilities	1,252,132
Long Term Liabilities	
Lease and Notes Payable	3,737,784
Total Long Term Liabilities	3,737,784
Total Liabilities	4,989,916
Equity	
Retained Earnings	118,105
Additional Paid in Capital	507
Capital Stock	100
Net Income	57,145
Total Equity	175,857
TOTAL LIABILITIES & EQUITY	5,165,774

Read Accountant's Compilation Report

———— GARY ALEXANDER & COMPANY, CPA's ————

Wholesale Telecom Corporation
Profit & Loss
January through December 2000

	Jan - Dec 00
Ordinary Income/Expense	
Income	
Sales	12,159,340
Total Income	12,159,340
Cost of Goods Sold	
Telephone-Carriers	7,256,594
Total COGS	7,256,594
Gross Profit	4,902,747
Expense	
Circuits	1,238,317
Bank Service Charges	4,211
Commissions	194,079
Dues and Subscriptions	3,686
Equipment Leases	12,455
Handling Fees	210,799
Insurance	55,101
Interest Expense	160,644
Licenses and Permits	1,489
Office Administration	82,016
Outside Services	43,993
Payroll Expenses	1,186,955
Postage and Delivery	11,891
Professional Fees	397,466
Rent	364,901
Royalty Expense	55,744
Taxes	79,876
Telephone - Office	69,091
Travel	178,526
Total Expense	4,351,241
Net Ordinary Income	551,506
Other Income/Expense	
Other Expense	
Depreciation	494,361
Total Other Expense	494,361
Net Other Income	-494,361
Net Income	57,145

Wholesale Telecom Corporation
Financial Statements
December 31, 1999

GARY ALEXANDER & COMPANY, CPA'S

8201 PETERS ROAD, SUITE 1000
PLANTATION, FLORIDA 33324

TEL: (954) 916-2737
FAX: (954) 916-2736
CELL: (954) 804-1747

MAILING ADDRESS
P.O. BOX 823037,
SOUTH FLORIDA, FL 33082-3037

E-MAIL: GDACPA@AOL.COM

To the Board of Directors
Wholesale Telecom Corporation
Coral Gables, FL

We have Compiled the accompanying balance sheet of Wholesale Telecom Corporation as of December 31, 1999, and the related statement of income for the year then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

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Gary Alexander & Company, CPA's.

Gary Alexander & Company, CPA's.
March 31, 2000

Wholesale Telecom Corporation
Balance Sheet
As of December 31, 1999

	Dec 31, 99
ASSETS	
Current Assets	
Checking/Savings	
Cash in Banks	547,274
Total Checking/Savings	547,274
Accounts Receivable	
Accounts Receivable	1,484,653
Total Accounts Receivable	1,484,653
Other Current Assets	
Deferred Finance Charge	477,356
Loan Receivable-Current	11,865
Total Other Current Assets	489,221
Total Current Assets	2,521,148
Fixed Assets	
Fixed Assets - Net	-2,686,494
Total Fixed Assets	2,686,494
Other Assets	
Stock Purchase	53,063
Loan Receivable	377,056
Investment in IMA	50,000
Security Deposits	113,714
Total Other Assets	593,833
TOTAL ASSETS	5,801,475
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	1,385,632
Total Accounts Payable	1,385,632
Other Current Liabilities	
Note(s) and Accruals Payable	33,025
Total Other Current Liabilities	33,025
Total Current Liabilities	1,418,657
Long Term Liabilities	
Lease and Notes Payable	4,264,105
Total Long Term Liabilities	4,264,105
Total Liabilities	5,682,762
Equity	
Retained Earnings	-72,774
Additional Paid in Capital	507
Capital Stock	100
Net Income	190,879
Total Equity	118,713
TOTAL LIABILITIES & EQUITY	5,801,475

Read Accountant's Compilation Report

— GARY ALEXANDER & COMPANY, CPA's —

Wholesale Telecom Corporation
Profit & Loss
 January through December 1999

	<u>Jan - Dec 99</u>
Ordinary Income/Expense	
Income	
Sales	7,741,845
Total Income	<u>7,741,845</u>
Cost of Goods Sold	
Telephone-Carriers	4,320,128
Total COGS	<u>4,320,128</u>
Gross Profit	3,421,717
Expense	
Circuits	57,488
Advertising & Promotion	1,325
Bank Service Charges	3,880
Commissions	7,498
Dues and Subscriptions	6,077
Equipment Leases	8,251
Equipment Rental	3,059
Handling Fees	939,002
Insurance	46,380
Interest Expense	120,428
Licenses and Permits	863
Office Administration	86,187
Outside Services	95,144
Payroll Expenses	726,418
Postage and Delivery	8,560
Printing and Reproduction	16,362
Professional Fees	377,828
Rent	249,022
Royalty Expense	34,070
Taxes	49,906
Telephone - Office	33,069
Travel	161,786
Utilities	3,577
Total Expense	<u>3,036,176</u>
Net Ordinary Income	385,541
Other Income/Expense	
Other Income	
Interest Income	86,239
Total Other Income	86,239
Other Expense	
Depreciation	280,900
Total Other Expense	<u>280,900</u>
Net Other Income	<u>-194,661</u>
Net Income	<u><u>190,879</u></u>

Milton Byrl Raysor
4856 N. W. 14th Street
Coconut Creek Florida 33063
954 971-5001
E-mail @ MRa6621080@aol.com

Employment:
September 2001 - Present

Wholesale Telecom Corporation
2100 Ponce De Leon Blvd.
Suite 1020
Coral Gables, FL 33134
305 913-0320

Account Executive:

Responsible for maintaining and growing revenue on my client base.
Providing all service needs for my clients.

Nov. 1999-August 2001

iBasis
20 Second Avenue
Burlington, MA 01803
781 505-7500

Carrier Sales Manager:

One of two sale professionals responsible for closing new business in the first, second and third tier markets. Focus on tracking revenue and margin on a daily basis. Maintain close customer contact to ensure the retention of existing revenue and attempt to add new countries. Manage the sales process from cold calling to turn up of customer facilities.
Track customers trouble tickets and payable to manage internal and external issues to maintain a high level of customer satisfaction and a reasonable level of exposure.
Travel to customer location and trade shows to further develop relationship and market ibasis.

Carrier Account Manager:

Primarily focused on supporting the Sale Director's efforts in Maintaining the existing business in the territory. Leverage reports systems and Business Objective tools to track revenue , margins , minutes to sustain the existing traffic.
Work with customers daily to resolve outstanding services related issues.
Write facilities orders and manage the installation of new circuits.
Sending out rate notice to customers.
Attending Telecom Trade Shows to meet existing customers.

Accomplishments:

Top Revenue Producer 2000 and Rookie of the Year 2000

September 1998-Nov. 1999

Long Distance International
4150 S. W. 28th Way
Fort Lauderdale, Florida 33316
954 327-7500

Carrier Account Manager:

Responsible for a client base of 12 carriers, serviced all their communication needs.
(Example rates, orders, installation or disconnection of circuits and adjustments).
Traveled to telecommunication trade shows, meeting with clients to better improve their telecommunication needs and increase their revenue on LDI network.
Established new leads for future business.
Responsible for all orders from customers, too insure proper installation.

Major Account Manager:

Implemented forms, procedures and policies for LDI Agent dedicated program.
Assist LDI Agents to install dedicated circuits between customers and LDI.
Work with LDI dedicated and large volume customers with any services or billing issues.

August 1994-September 1998

Primus Telecommunication
200 East Broward Blvd Suite 200
Fort Lauderdale, Florida
954 962-4200

Carrier Account Manager:

Responsible for 25--30 carrier clients serviced all their communication needs.
(Example contracts, rates, orders, installation or disconnection of circuits and adjustments).
Handled tier-1 orders sold by President, Vice President & Directors of Carrier Sales Department. (ex. AT&T, MCI, Sprint & Bellsouth).
Traveled to telecommunication trade shows, meeting with clients to better improve their telecommunication needs and increase their revenue on Primus network.
Established new leads for future business.

July 1991-August 1994

Lddsmetromedia Communication
1515 North Federal Hwy
Boca Raton, FL. 33432

Co-Cot Billing Analyst:

Handling billing invoices from Local Exchange Companies for service at correctional facilities that LDDSMETROMEDIA, provide service.
Submitting those billing invoices to Accounts Payable Dept. to have payment render to Local Exchange Companies.

Customer Service Representative Operator Services:

Assisting customer with any billing questions or problems they may have on there operator service statement.

Collection Assistance Customer Services:

Service customer accounts that are in a collection status that have been reported to a collection agency, but the reason the customer account is at the collection agency is because of dispute with customer service.

Customer Service Representative:

Service customer account with billing questions or problems on there residence or business account.

Education:

Syracuse University, Syracuse, New York
Major: Business Management 1978-1981

Honors & Activities:

Athletic scholarship in football, Student Government,
Tryout Miami Dolphins

Reference List:

Jerry O'loughlin
Vice President of Carrier Sales iBasis
973 425-1206 (Business & Home)
973 216-4144 (Cell number)

Will Staffeld
Carrier Director iBasis
954 467-3344 (Business & Home)

Ambuj Nayar
Sr. Director Operation Primus Telecommunication
703 902-2846 (Office)

Nat Brennan
Vice President of International Sales
305 371-3300 (Office)

PIERRE GALOPPI

601 HARDEE RD, CORAL GABLES, FLORIDA 33146. HOME (305)661-1359 CELLULAR (305)799-9094

EXPERIENCE

CEO, President

Wholesale Telecom Corporation WTC

Jun 01 – Today

As CEO and president of WTC I have performed the functions of its chief Executive Officer for the last year. Expanding the operations of the company as a wholesaler of international traffic (Carrier to Carrier) and opening new revenue streams by becoming a long distance provider to the general public and later expanding again by providing a bundled Voice and Data product for LD and Local services nationwide.

Chief Operating Officer,

Gulfstream Int. Air.

Oct 97–Dec 00

Responsibility over all areas of the airline's operation including Flight Operations, Maintenance, Passenger Service, Marketing & Sales, Market Planning and Management Information Systems. The airline had 1999 sales of \$90 million, with a total of 800 employees.

Sr. V.P. Market Planning

Gulfstream Int. Air.

Jan 97–Oct 97

Responsible for the airline's Strategic Planning, Fleet Scheduling, Product Pricing, Flight Profitability Models and Revenue Management.

Chief Financial Officer,

Gulfstream Int. Air.

Nov 94–Sep 96

Responsible for the airline's Financial Management, including Budgeting, Cash Flow Administration, Financial Planning and Financial Statements preparation.

Executive Vice President

Sigma Four International Marketing, Inc.

Apr 86–Nov 94

This was a company engaged primarily in International Travel Marketing, representing the interests of US companies throughout Latin America, the Caribbean, Canada and Europe.

Responsible for the managing of the company's 23 corporate offices overseas, as well as overall performance as it related to Revenue growth and Profitability. The Company had 1994 sales of \$21 million and employed 180 people.

EDUCATION

Masters in Business Administration (MBA)	July 1986	Concordia University, Montreal, Canada
Bachelor of Commerce (B-COMM)	May 1983	Concordia University, Montreal, Canada

REFERENCES

ON REQUEST

Mr. Michael E. Fulford
9400 Bear Lake Circle
Apopka, FL 32703
407-299-5676 (Home)
954-325-1970 (Mobile)
954-453-4510 (Work)
Email: mfulford@wtctel.net

WORK EXPERIENCE:

WTC (Wholesale Telecom Corporation) Dates Employed: 12/2001-Present
229 SW 31st. Street Salary: \$ 70,000.00
Fort Lauderdale, FL 33315 Hours per Week: 40
USA

Switch Manager

Manage telephony engineers and technicians, maintain system integrity and schedule all tasks for additions, upgrades and maintenance. Perform system analysis and traffic studies in order to increase system stability and output. Schedule man-hours for complete coverage of a 24 hour/ 7-day week schedule. (Supervisor's Name: Andrea Ciba. Phone: 305-913-0320.)

Siemens ICN Dates Employed: 05/1988-11/2001
400 Rhienhart Rd Salary: 54,900 per year
Lake Mary, FL 32746 Hours per Week: 40
USA

Customer Service Electronic Engineer

Supported over 1,000 telephone central office technicians, field service engineers, and installers requiring help and information needed to fix, upgrade and install the hardware and software of telephone central office systems. Constantly helped the team meet and exceed all departmental goals and requirements. Trained incoming electronic engineers procedures, troubleshooting and testing of the telephone central office.

Siemens Stromberg-Carlson Dates Employed: 01/1983-05/1988
400 Rhienhart Rd. Hours per Week: 40
Lake Mary, FL 32746
USA

Electronic Engineer

Analyzed, developed and provided revisions to solve electronic circuitry problems in the Siemens DCO switch. Generated and reviewed work-arounds to establish increased reliability in electronic equipment.

Stromberg-Carlson Dates Employed: 06/1980-01/1983

**400 Rhienhart Rd.
Lake Mary, FL 32746
USA**

Hours per Week: 40

Associate Engineer

Organized, motivated and supported electronic technicians in order to streamline testing, write up guidelines and setting up of schedules to meet planned completion dates. Trained new electronic technicians how to become proficient in testing, troubleshooting problems and maintaining electronic equipment.

**Stromberg-Carlson
400 Rhienhart Rd.
Lake Mary, FL 32746
USA**

Dates Employed: 05/1978-06/1980

Hours per Week: 40

Electronic Technician

Maintained, inspected, repaired and tested electronic circuitry in order to meet and beat proposed shipping dates.

**Hangar One, INC
Orlando, FL
USA**

Dates Employed: 07/1973-05/1978

Hours per Week: 40

Electronic Technician

Installed, repaired and serviced aviation electronics in private and company airplanes.

EDUCATION:

Seminole Community College
Lake Mary, FL 32746
USA
A.S., 1980
Major: A.S. Electronic Technology
GPA: 3 out of 4

William R. Boone High School
Orlando, FL
USA
High School, 1966

University of Central Florida
Orlando, FL
USA

worked on BET in electronics
GPA: 3 out of 4

JOB-RELATED TRAINING COURSES:

Various Hardware, software and manager courses for the EWSD and DCO Telephone Central offices. Between the years of 1978 and 2001.

Navy Class "A" Aviation Electronics Class 1968

JOB-RELATED SKILLS:

4 years in the U.S. Coast Guard working on Aviation Electronic equipment in the form of radar, high frequency communication, VHF, Nav Aids, and Loran equipment, while holding a top-secret clearance.

Cub scout Leader

Teaching Cub scout aged boys how to be motivated and learn skills and knowledge to advance in the areas of God, Country, Family and Self.

Assist Cubmaster in the role of Pack level meetings and taking over the pack level meeting when the Cubmaster was unable to be present.

Train new leaders in the ways of the Boy Scouts of America. Work with the Central Florida Council district to help other Cub Scout leaders evolve and understand the importance of helping the cub scouts learn and grow into good citizens.

JOB-RELATED CERTIFICATES AND LICENSES:

Too Many certificates of various classes in both the DCO and EWSD Siemens Central Office Switches to list in this resume. Will provide list if needed.

Cordwell Haynes

Objective

To obtain a position as a telecommunications technician with a progressive company offering opportunity for long term growth and career advancement potential.

Employment

April 2001 to present: Wholesale Telecomms. Corp. (WTC) Ft. Laud,
Working on the Siemens DCO-CS switch, doing maintenance, routing and all related switching activities.

March 2000 to February 2001 Interoute Telecomms. Inc. Miami, FL
Certified Siemens EWSD Switch Technician doing translations for the Miami and New York EWSD switch, including long distance and local.

- Maintenance of the EWSD switch, including all aspects of Central Office work, such as turning up DS-3's, T1's, wiring & installation of new equipment etc..

1996 – March 2000 MCI Worldcom Miami, FL

Network Engineer

- Established new service for local commercial customers. Includes switching, digital cross-connects & wiring at the local switch.
- Maintained operation of the local EWSD Class 5 Switch. Including upgrades and expansions.
- Certified for Operation & maintenance of the Alcatel 1631 DXC.
- Certified S/DMS Access node operations & maintenance.
- Certified in the activating of circuits on the Fujitsu FLM – 150, 600 & 2400 systems.

1994 – 1996 MCI Telecommunications Corp. Miami, FL

Technical Specialist

- Worked in a DMS environment where !:
- Had responsibility for establishing new services, such as turning up DS-3's, DS-1's, DS-0's, along with all the related testing and troubleshooting.
- Had responsibility for rearranging, disconnecting and upgrade of LD services that were performed upon request.
- Successfully completed several field modification upgrades.

1992 – 1994 Motorola Corp. Plantation, FL

Analysis Technician

- Worked in the JEDI production plant.

1978 – 1992 Jamaica International, LTD. Kingston, JA

Technical Specialist

- Maintained data, telex and telegraph services.

Education

1992 – 1994 ITT Technical Institute Ft. Lauderdale, FL

Associates Applied Science

- Electronics Engineering Technology
- 1987 – 1991 College of Arts & Technology Kingston, Jamaica.

Higher National Certificate

- Electronics & Telecommunications
- 1976 – 1978 Cable & Wireless Engineering College Barbados.
- **Certification in Electronics & Telecommunications from City & Guilds of London Certifying body.**

References

Available upon Request

FABIO GALOPPI

9741 NW 31 STREET MIAMI FL 305-592-1471

EXPERIENCE

1999–2001 **IDS Telecom** Miami , FL

Vice President Sales and Marketing

- Developed the company's marketing and sales strategy for entering into the CLEC market as a UNE and facilities based provider of local and long distance services
- Developed pricing and product composition to maximize the sale of high margin services
- Increased sales from \$10.8 Million to \$ 70.8 million (annual).
- Sold 96,000 new credit approved access lines in the year 2001
- Maintained an average of 110 lines per sales representative per month
- Set up partner programs that accounted for 25% of the company's monthly sales volumes
- Developed, managed and controlled telemarketing programs that expanded the company's customer base and established a base for expansion into new states.
- Implemented and controlled marketing programs that increased revenues from the existing customer base
- Coordinated appointment setting, direct mail and other marketing campaigns and sales strategies that increased the efficiency of both direct sales and referral programs
- Implemented 7 point Quality Control systems that ensured customer retention, reduced bad debt and increased brand recognition

1997–1999 Supra Telecom Miami , FL

Vice President Sales and Marketing

- Dsigned the company's marketing strategy for entering into the CLEC market as a facilities based provider
- Increased sales from \$0 to \$ 24 million (annual).
- Set up distribution channels for direct sales, partner program, telemarketing, advertising and direct mail campaigns
- Developed pricing and product strategy to maximize on high profit margin services that brought value to the customer and increased retention
- Negotiated and put in place advertising strategies that increased sales as well as reduced churn through brand recognbition

1991–1997 International Marketing and Advertising Miami , FL
VP Marketing and Sales

- As a marketing and Sales specialist I worked on different projects dedicated at increasing market penetration and brand recognition for companies such as AT&T, MCI (in Latin America markets), Telecom Italia (Intelcom San Marino, San Marino Italy) and other companies.
- Negotiated joint marketing promotions with most Latin American airlines to distribute the first “pre-paid calling cards” to their passengers as a value added and revenue generating promotion for the airline.
- Distributed in excess of 250,000 cards in the first six months with a recharge rate of 37% at an average of \$ 59.95 per card.
- Participated in marketing strategy sessions with Telecom Italia and Intelcom of San Marino in preparation for deregulation of the European Telecommunications market
- Implemented ICON systems in Latin Amrica and the Caribbean to provide Virtual Private Networks to large users of long distance voice and data services such as Holiday Inn Costa Rica and other companies in the region.

1985–1991 Dollar rent a Car Miami , FL
Sales Manager Caribbean
Director of Sales Latin America
Vie president Sales and Marketing Latin America

- Expanded the company’s presence in the Caribbean and established joint marketing programs with the local airlines to offer Dollar Rent a Car as a value added to their product
- Established, managed and directed over 27 sales offices in Latin America and the Caribbean
- Increase sales volumes from 36 to 90 million from the Latin America and Caribbean market that had been unexplored by the company to date
- Managed advertising budget in excess of 3.5 million for the region
- Expanded sales offices and sales teams in the region implementing sales trainings and standards of performance that far exceeded industry standards.

LANGUAGES

Fluent in : English, Spanish, French, Italian and Portuguese

EDUCATION

1984 Concordia University Montreal, Canada
BA in Arts, Major in Political Sciences

1989 Kepner Trigoe Miami, Florida
Problem Solving and Solution Analysis

1992 Kepner Trigoe Miami, Florida
Project Management

Other management courses.

WHOLESALE TELECOM CORPORATION
(also include any d/ b/ a's)

Florida Tariff No. 1

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by Wholesale Telecom Corporation, with principal offices at 2100 Ponce de Leon, Suite 1020, Coral Gables, FL 33134. 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: January 1, 2002

EFFECTIVE: January 1, 2002

By: Pierre Galoppi, President
2100 Ponce de Leon, Suite 1020
Coral Gables, FL 33134

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: January 1, 2002

EFFECTIVE: January 1, 2002

By: Pierre Galoppi, President
2100 Ponce de Leon, Suite 1020
Coral Gables, FL 33134

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

Note: If you have more than 30 sheets you need to attach an index to the tariff after this page.

ISSUED: January 1, 2002

EFFECTIVE: January 1, 2002

By: Pierre Galoppi, President
2100 Ponce de Leon, Suite 1020
Coral Gables, FL 33134

WHOLESALE TELECOM CORPORATION
(also include any d/ b/ a's)

Florida Tariff No. 1

:

SYMBOLS SHEET

NOTE: These are the only approved symbols to be used in your tariff and this list of symbols must be copied verbatim.

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: January 1, 2002

EFFECTIVE: January 1, 2002

By: Pierre Galoppi, President
2100 Ponce de Leon, Suite 1020
Coral Gables, FL 33134

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.

ISSUED: January 1, 2002

EFFECTIVE: January 1, 2002

By: Pierre Galoppi, President
2100 Ponce de Leon, Suite 1020
Coral Gables, FL 33134

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 - Wholesale Telecom Corporation

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 Sunday 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, July 4th, 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.

YOU CAN USE THESE AND/ OR ANY OTHER DEFINITIONS YOU WISH: JUST REMEMBER TO DEFINE HERE ANY UNUSUAL OR UNIQUE TERMINOLOGY USED IN THE BODY OF YOUR TARIFF.

ISSUED: January 1, 2002

EFFECTIVE: January 1, 2002

By: Pierre Galoppi, President
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SECTION 2 - RULES AND REGULATIONS

NOTE: Include in this section all of the rules and regulations you want to include - limitations, liabilities, restoration of service, interruption of service, maintenance, billing periods, refunds/ credits, responsibilities of the customer, frequency restrictions, cancellations, non payment, etc.

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's 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.

2.2 Limitations

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

The Company's 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.

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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 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 from 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.

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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 due to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in Subsection 2.3.1. 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, or equipment, 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:

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

"A" - outage time in hours

"B" - each month is considered to have 720 hours

"C" - total monthly charge for affected facility

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SECTION 2 - RULES AND REGULATIONS continued

2.5 Disconnection of Service by Carrier

The company (carrier), 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 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.
- 2.5.4 Service may be disconnected 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 continued

THE FOLLOWING SUBSECTIONS DEALING WITH DEPOSITS AND ADVANCE PAYMENTS WILL BE IN THIS SECTION. RULE 25- 24.490(2) FORBIDS COLLECTION OF ANY DEPOSITS, AND ANY ADVANCE PAYMENTS IN EXCESS OF ONE MONTH'S ESTIMATED CHARGES WITHOUT POSTING AN APPROPRIATE BOND OR OBTAINING A WAIVER OF THIS RULE. IF YOU DO NOT HAVE A BOND OR WAIVER YOU MUST STATE IN THIS SECTION SOMETHING TO THE EFFECT OF THE FOLLOWING:

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 on customer bills 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.

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By: Pierre Galoppi, President
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SECTION 3 - DESCRIPTION OF SERVICE

THE FOLLOWING MUST BE INCLUDED IN THIS SECTION: HOW CALLS ARE TIMED, CALCULATION OF DISTANCE (INCLUDING FORMULA), MINIMUM CALL COMPLETION RATE, AND DESCRIPTIONS OF EACH SERVICE YOU ARE OFFERING. PLEASE REFER TO SECTION 25- 24.485 (3) (g) (6) OF THE FPSC RULES GOVERNING INTEREXCHANGE CARRIERS FOR SPECIFIC REQUIREMENTS AND USE THE FOLLOWING FOR FORMAT REFERENCE.

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 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

The minimum call duration for billing purposes is 1 minute for a connected call and calls beyond 1 minute are billed in 1 minute increments.

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.

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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: $((V1 - V2)^2 + (H1 - H2)^2) / 10$

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 Feature Group D services ("1+" dialing).

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SECTION 3 - DESCRIPTION OF SERVICE continued

3.4 Service Offerings

3.4.1 Wholesale Telecom Corporation Long Distance Service

Wholesale Telecom Corporation 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, dedicated or shared use access lines. Calls are billed in one minute increments. No monthly recurring charges or minimum monthly billing requirements apply.

3.4.2 Wholesale Telecom Corporation 800/ 888 (Inbound) Long Distance Service

Wholesale Telecom Corporation 800/ 888 (Inbound) Long Distance Service is offered to residential and business customers. The service permits inbound 800/ 888 calling at a single per minute rate. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in six second increments, with a six second minimum call duration. A \$10.00 minimum monthly billing requirement applies. Customers whose monthly usage is less than the minimum will be billed the minimum amount.

3.4.3 Wholesale Telecom Corporation Calling Card Service

Wholesale Telecom Corporation Calling Card Service is a calling card service offered to residential and business customers who subscribe to the Wholesale Telecom Corporation Long Distance Service calling plan. Customers using the Carrier's calling card service access the service by dialing a 1- 800 number followed by an account identification number and the number being called. This service permits subscribers utilizing the Carrier's calling card to make calls at a single per minute rate. Calls are billed in one (1) minute increments after the initial minimum period of one (1) minute. There are no nonrecurring or monthly recurring charges.

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SECTION 3 - DESCRIPTION OF SERVICE continued

3.4.4 Operator Services

The Company's operator services are provided to residential and business customers who "presubscribe" to this service for intrastate calling. Operator services include the completion of collect, station- to- station, person- to- person, third party billing and credit card calls with the assistance of a Carrier operator. Each completed operator assisted call consists of two charge elements (except as otherwise indicated herein): (i) a fixed operator charge, which will be dependent on the type of billing selected (e. g., calling card, collect or other) and/ or the completion restriction selected (e. g., station- to- station or person- to- person); and (ii) a measured usage charge dependent upon the duration, distance and/ or time of day of the call.

3.4.4. Operator Dialed Surcharge

This surcharge applies to calls when the customer has the capability of dialing all the digits necessary to complete a call, but elects to dial only the appropriate operator code and requests the operator to dial the called station. The surcharge does not apply to:

- 1) Calls where a customer cannot otherwise dial the call due to defective equipment or trouble on the Wholesale Telecom Corporation network; and
- 2) Calls in which a Company operator places a call for a calling party who is identified as being handicapped and unable to dial the call because of his/ her handicap.

The Operator Dialed Surcharge applies in addition to any other applicable operator charges.

NOTE: Operator service from payphones or all aggregator locations must comply with the rate caps in sections 25- 24.630 and 25- 24.516, F. A. C for nonprescribed customers.

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SECTION 4 – RATES

REMEMBER TO INCLUDE INTRASTATE RATES ONLY - DO NOT INCLUDE INTERSTATE RATES UNLESS THE CUSTOMER NEEDS THEM TO CALCULATE THE INTRASTATE PORTION OF HIS/ HER BILL. NOTE: IF BILLING IS IN ANYTHING OTHER THAN MINUTE INCREMENTS, ADD ANOTHER COLUMN INDICATING THESE CHARGES.

4.1 **Wholesale Telecom Corporation Long Distance Service**

Rate per minute - \$0.10.
Plan is billed in full minute increments.

4.2 **Wholesale Telecom Corporation 800/ 888 (Inbound) Long Distance Service**

Rate per minute - \$0.12.
Plan is billed in six second increments with a six second minimum.

4.3 **Wholesale Telecom Corporation Calling Card Service**

Rate per minute - \$0.20.
Plan is billed in full minute increments.

4.4 **Operator Services (For presubscribed customers)**

4.4.1 Usage Rates: The appropriate rate found under 4.1 or 4.3 shall apply.

4.4.2 Operator Charges:

Collect Station- to- Station	\$1.00
Collect Person- to- Person	\$3.25
Person- to- Person	\$3.25
Station- to- Station	\$1.00
Customer Dialed Calling Card	\$1.00
Operator Dialed Calling Card	\$1.75
Operator Dialed Surcharge	\$0.75

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SECTION 4 - RATES continued

4.5 Determining Applicable Rate in Effect

For the initial minute, the rate applicable at the start of chargeable time at the calling station applies. For additional minutes, the rate applicable is that rate which is in effect at the calling station when the additional minute(s) begin. That is, if chargeable time begins during the Day Period, the Day Rate applies to the initial minute and to any additional minutes that the call continues during the rate period. If the call continues into a different rate period, the appropriate rates from that period apply to any additional minutes occurring in that rate period. If an additional minute is split between two rate periods, the rate period applicable at the start of the minute applies to the entire minute.

4.6 Payment of Calls

4.6.1 Late Payment Charges

A late payment Charge of 1.5% per month will be assessed on all unpaid balances more than thirty days old.

4.6.2 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.

4.7 Restoration of Service

A reconnection fee of \$25.00 per occurrence is charged when service is re- established for customers who had been disconnected for non- payment.

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SECTION 4 - RATES continued

IF YOU WANT TO OFFER SPECIAL PROMOTIONS YOU WILL HAVE TO PUT IN A SECTION EQUIVALENT TO THE ONE BELOW. PLEASE REFER TO RULE NUMBER (25- 24.485(1)(i).

4.8 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 be made part of this tariff.

4.9 Special Rates For The Handicapped

4.9.1. 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.

4.9.2. 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.

4.9.3. 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.

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