



210 N Park Ave.
Winter Park, FL
32789

June 27, 2002
Overnight

P.O. Drawer 200
Winter Park, FL
32790-0200

Blanca Bayo, Director
Division of the Commission Clerk & Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0870

020630-TI

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

RE: Application of **BullsEye Telecom, Inc.** for authority to provide Interexchange Telecommunications Service within the State of Florida -

Dear Ms. Bayo:

Enclosed for filing are the original and six (6) copies of the above-referenced application of BullsEye Telecom, Inc.

Also enclosed is a \$250 check to cover the filing fee.

Attachment IV of this application contains the financial statements of BullsEye Telecom, Inc., which are being filed, under separate cover, concurrently with this application.

Please acknowledge receipt of this filing by returning, filed stamped, the extra copy of this letter in the self-addressed stamped envelope.

I may be reached at (407) 740-8575 or via email at mbyrnes@tminc.com with any questions, comments or correspondence regarding this application. Thank you for your assistance.

Sincerely,

Monique Byrnes
Consultant to
BullsEye Telecom, Inc.

MB/sp

cc: C. Schneider, Jr. - BullsEye
file: BullsEye - FL IXC
tms: fli0200

DOCUMENT NUMBER-DATE

06766 JUN 28 8

FPSC-COMMISSION CLERK

FLORIDA PUBLIC SERVICE COMMISSION

**DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION**

**APPLICATION FORM FOR AUTHORITY TO PROVIDE
INTEREXCHANGE TELECOMMUNICATIONS SERVICE
BETWEEN POINTS WITHIN THE STATE OF FLORIDA**

Instructions

- ◆ This form is used as an original application for an original certificate and for approval of assignment or transfer of an existing certificate. In 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 Boulevard
Tallahassee, Florida 32399-0850
(850) 413-6770**

- ◆ 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 $\sqrt{\quad}$ (check one):

- Original certificate** (new company)
- Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority of that company.
- 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 a new controlling entity.

2. Name of Company:

BullsEye Telecom, Inc.

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

Not applicable.

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

BullsEye Telecom, Inc.
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237
Telephone:
Facsimile:

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

The Company does not have a physical location in the State of Florida.

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 the 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: Not applicable
Title:
Address:
City, ST, Zip:
Telephone #:
Fax #:
Internet E-Mail Address:
Internet Website Address:

9. **If incorporated in Florida, provide proof of authority to operate in Florida:**
Florida Secretary of State Corporate Registration #: Not applicable
10. **If foreign corporation, provide proof of authority to operate in Florida:**
Florida Secretary of State Corporate Registration #: F02000001768
11. **If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09,FS) to operate in Florida:**
Florida Secretary of State fictitious name registration #: Not applicable
12. **If a limited liability partnership, provide proof of registration to operate in Florida:**
Florida Secretary of State registration #: Not applicable
13. **If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.**
Name:
Title:
Address:
City, ST, Zip:
Telephone #:
Fax #:
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.**
Florida registration #: Not applicable
15. **Provide F.E.I. Number (if applicable):** 38-3532242

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, ST, Zip:

Telephone #:

Fax #:

Internet E-Mail Address:

Internet Website Address:

(c) How is this information provided?

Not applicable

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 checked="" type="checkbox"/> Other: Anyone who uses the Company's service | |

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

(a) the application:

Name: Monique Byrnes
Title: Consultant to BullsEye Telecom, Inc.
Address: P.O. Drawer 200
City, State, Zip: Winter Park, FL 32790-0200
Telephone No.: (407) 740-8575
Fax No.: (407) 740-0613
Internet E-Mail Address: mbyrnes@tminc.com
Internet Website Address: www.tminc.com

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

Name: Charles Schneider, Jr.
Title: Director - Business Development
Address: 25900 Greenfield Road, Suite 330
City, State, Zip: Oak Park, Michigan 48237
Telephone No.: (248) 784-2515
Fax No.: (248) 784-2501
Internet E-Mail Address: cschneider@bullseyetelecom.com
Internet Website Address: www.bullseyetelecom.com

(c) Complaints/Inquiries from customers:

Name: Bill Edwards,
Title: VP - Customer Operations
Address: 25900 Greenfield Road, Suite 330
City, State, Zip: Oak Park, Michigan 48237
Telephone No.: (248) 784-2587
Fax No.: (248) 784-2501
Internet E-Mail Address: bedwards@bullseyetelecom.com
Internet Website Address: www.bullseyetelecom.com

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company:

Illinois, Michigan and Ohio

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

California, Maryland, New York

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

Illinois, Indiana, Massachusetts, Michigan, Ohio, Texas and Wisconsin

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

None

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

None

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

None

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

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

No officer, director or stockholder of the Company has been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime. No officer, director or stockholder of the Company is involved in proceedings which may result in such action.

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

No officer, director, partner or stockholder of the Company has been an officer, director or stockholder in any other Florida certificated telephone company.

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 mbps, 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, patrons of hotels, students in universities, patients in hospitals.
 - Available to inmates

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).**

Please see Exhibit II.

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.

Please see Exhibit III.

- 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
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

Please see Exhibit IV.

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.

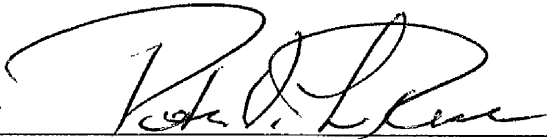
3. SALES TAX:

I understand that a seven percent sales tax must be paid on intra and interstate revenues.

4. APPLICATION FEE:

A non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:



Peter K. LaRose, Vice President - Finance
BullsEye Telecom, Inc.
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237
Telephone: (248) 784-2500
Facsimile: (248) 784-2501

6/11/02

Date


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 payment in excess of one month. (The bond must accompany the application).

UTILITY OFFICIAL:



Peter K. LaRose, Vice President - Finance
BullsEye Telecom, Inc.
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237
Telephone: (248) 784-2500
Facsimile: (248) 784-2501

6/11/02

Date

THIS PAGE MUST BE COMPLETED AND SIGNED

AFFIDAVIT

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

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

UTILITY OFFICIAL:



Peter K. LaRose, Vice President - Finance
BullsEye Telecom, Inc.
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237
Telephone: (248) 784-2500
Facsimile: (248) 784-2501

6/11/02

Date

CURRENT FLORIDA INTRASTATE SERVICES

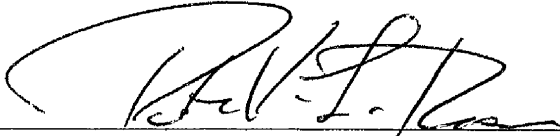
Applicant **has** () or **has not** () previously provided intrastate telecommunications in Florida.

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:



Peter K. LaRose, Vice President - Finance
BullsEye Telecom, Inc.
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237
Telephone: (248) 784-2500
Facsimile: (248) 784-2501

6/11/02

Date

CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT

I, _____ of _____, 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:

Name, Title
Company
Street
City, State, Zip
Phone:
Fax:
Toll Free:

Date

NOT APPLICABLE

BullsEye Telecom, Inc.

Exhibit I

Florida Secretary of State Certificate

00, 20, 2002 13, 13 12781872000 BULLSEYE TELECOM FILE 02

State of Florida



Department of State

I certify the attached is a true and correct copy of the application by BULLSEYE TELECOM, INC., a Michigan corporation, authorized to transact business within the State of Florida on April 8, 2002 as shown by the records of this office.

The document number of this corporation is F02000001768.

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



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 10, 2002

PETER K. LAROSE
BULLSEYE TELECOM, INC.
25900 GREENFIELD RD., STE. 330
OAK PARK, MI 48237

Qualification documents for BULLSEYE TELECOM, INC. were filed on April 8, 2002 and assigned document number F02000001768. Please refer to this number whenever corresponding with this office.

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

The certification you requested is enclosed.

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

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

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

Trevor Brumbley
Document Specialist
Division of Corporations

Letter Number: 402A00021309

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. BULLSEYE TELECOM, INC. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. State of Michigan (State or country under the law of which it is incorporated) 3. 38-3532242 (FEI number, if applicable)

4. April 3, 2000 (Date of incorporation) 5. Perpetual (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. 25900 Greenfield Road, Suite 330, Oak Park, MI 48237 (Principal office address)

SAME (Current mailing address)

8. Telecommunication Services (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: Corporation Service Company

Office Address: 1201 Hayes Street

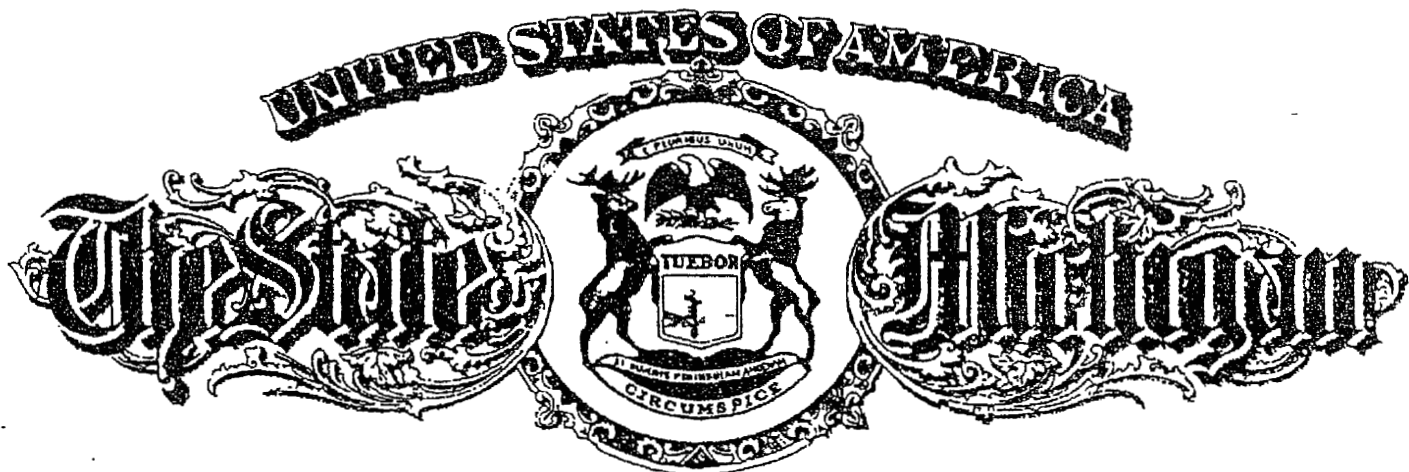
Tallahassee, Florida 32301 (City) (Zip code)

02 APR - 8 PM 2:40 SECRETARY OF STATE TALLAHASSEE, FLORIDA APPROVED AND FILED

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.

James J. [Signature] (Registered agent's signature)

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.



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

BULLSEYE TELECOM, INC.

was validly incorporated on April 3, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of January, 2002

Andrew S. Mitchell, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received (FOR BUREAU USE ONLY)

Name: Brendan J. Cahill
Dykema Gossett PLLC
Address: 1577 North Woodward, Ste 300
Bloomfield Hills, MI 48304

EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

RESTATED ARTICLES OF INCORPORATION
For use by Domestic Corporations

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

1. The present name of the corporation is:

BT Merger Company
2. The identification number assigned by the Bureau is: 296-45A
3. All former names of the corporation are:

N/A
4. The date of filing the original Articles of Incorporation was: April 3, 2000

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation

ARTICLE I
Name

The name of the corporation is BullsEye Telecom, Inc.

**ARTICLE II
Purpose**

The purpose or purposes for which the corporation is organized are to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

**ARTICLE III
Authorized Capital**

The total authorized capital stock of the corporation is 11,990,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

Preferred Stock

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.

2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.

3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.

4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Recquired Shares; Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

ARTICLE IV Registered Office and Resident Agent

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

ARTICLE V Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VI Compromise, Arrangement, or Plan of Reorganization

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which

the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, as the case may be, and also on this corporation.

ARTICLE VII Corporate Action Without Meeting of Shareholders

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

BH250842.1
ID\BJC

UNITED STATES OF AMERICA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

BULLSEYE TELECOM, INC.

*was validly incorporated on April 3, 2000, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 25th day
of April, 2000.*

, Director

BullsEye Telecom, Inc.

Exhibit II

Proposed Long Distance Tariff

TITLE PAGE
FLORIDA TELECOMMUNICATIONS TARIFF
OF
BullsEye Telecom, Inc.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of interexchange telecommunications services provided by BullsEye Telecom, Inc. ("BullsEye") with principal offices located at 25900 Greenfield Road, Suite 330, Oak Park, Michigan 48237. This tariff applies to 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:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

CHECK SHEET

This tariff contains sheets, as listed below, each of which is effective as of the date shown on each sheet. Original and revised sheets as named below comprise all changes from the original tariff.

PAGE	REVISION LEVEL		PAGE	REVISION LEVEL	
1	Original	*	25	Original	*
2	Original	*	26	Original	*
3	Original	*	27	Original	*
4	Original	*	28	Original	*
5	Original	*	29	Original	*
6	Original	*	30	Original	*
7	Original	*	31	Original	*
8	Original	*	32	Original	*
9	Original	*			
10	Original	*			
11	Original	*			
12	Original	*			
13	Original	*			
14	Original	*			
15	Original	*			
16	Original	*			
17	Original	*			
18	Original	*			
19	Original	*			
20	Original	*			
21	Original	*			
22	Original	*			
23	Original	*			
24	Original	*			

* Indicates new or revised sheet with this filing

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

TABLE OF CONTENTS

Title Sheet..... 1
Check Sheet..... 2
Table of Contents 3
Symbols 5
Tariff Format 6
Section 1.0 - Technical Terms and Abbreviations 7
Section 2.0 - Rules and Regulations 10
Section 3.0 - Description of Service 18
Section 4.0 - Rates 27

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

ALPHABETICAL INDEX

<u>SUBJECT</u>	<u>PAGE</u>
Abbreviations	7
Advance Payments	13
Applicable Law	16
Applicability of Tariff.....	10
Calculation of Distance.....	20
Cancellation by Customer.....	14
Definitions	8
Deposits	12
Description of Service	18
Directory Assistance for Handicapped Persons	29
Discounts for Hearing Impaired Customers.....	28
Emergency Call Exemptions	28
Emergency Calls.....	19
Holidays.....	19
Interruption of Service.....	14
Late Payment Charge.....	13
Liability	11
Limitations of Service.....	10
Operator Assistance for Handicapped Persons	29
Other Rules.....	17
Payment Arrangements.....	12
Payment and Credit Regulations.....	12
Quality and Grade of Service Offered	18
Rates	27
Refusal or Discontinuance by Company.....	15
Return Check Charge	13
Rules and Regulations	10
Taxes	13
Technical Terms	7
Tests, Pilots, Promotional Campaign.....	17
Timing of Calls.....	19
Undertaking of BullsEye	10
Use of Service.....	16

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

SYMBOLS

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 and to 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

When changes are made in any tariff sheet, a revised sheet will be issued canceling the tariff sheet affected. Changes will be identified on the revised sheet(s) through the use of the above mentioned symbols.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

TARIFF FORMAT

A. Sheet Numbering - Sheet numbers appear in the upper right corner of the sheet. 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 sheet. 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 sheet in effect. Consult the check sheet for 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 sheets 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 the check sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). 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:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS

1.1 Abbreviations

The following abbreviations are used herein only for the purposes indicated below:

BullsEye - BullsEye Telecom, Inc.
FCC - Federal Communications Commission
FPSC - Florida Public Service Commission
IXC - Interexchange Carrier
LEC - Local Exchange Carrier

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS, (Cont'd)

1.2 Definitions

Access Line - An arrangement which connects the Subscriber's or Customer's location to the Carrier's designated point of presence or network switching center.

Account - The Customer who has agreed, verbally or by signature, to honor the terms of service established by the Company. An account may have more than one access code billed to the same Customer address.

Authorization Code - A pre-defined series of numbers to be dialed by the Customer or End User upon access to the Company's system to notify the caller and validate the caller's authorization to use the services provided. The Customer is responsible for charges incurred through the use of his or her assigned Authorization Code.

Authorized User - A person, firm, partnership, corporation or other entity who is authorized by the Customer to be connected to and utilize the Carrier's services under the terms and regulations of this tariff.

BullsEye - BullsEye Telecom, Inc. unless otherwise clearly indicated by the context.

Commission - The Florida Public Service Commission.

Company or Carrier - BullsEye Telecom, Inc. unless otherwise clearly indicated by the context.

Customer - Any person, firm, partnership, corporation, or other entity which uses telecommunications services under the provisions and regulations of this tariff and is responsible for payment of charges.

Equal Access - The ability of the Company to serve Customers on a presubscribed basis rather than through the use of dial access codes.

Initial and Additional Period - The Initial Period denotes the interval of time allowed at the rate specified for a connection between given service points. The Additional Period denotes the interval of time used for measuring and charging for time in excess of the Initial Period.

LATA - Local Access and Transport Area.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS, (Cont'd)

1.2 Definitions, (Cont'd)

LEC - Local Exchange Company

NECA - National Exchange Carriers Association.

Premises - The physical space designated by the Customer for the termination of the Company's service.

Switched Access Origination/Termination - Where originating or terminating access between the Customer and the interexchange carrier is provided on local exchange company Feature Group circuits. The cost of switched Feature Group access is billed to the interexchange carrier.

V & H Coordinates - Geographic points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purposed of rating calls.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 2.0 - RULES AND REGULATIONS

2.1 Undertaking of BullsEye

BullsEye's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this tariff. BullsEye installs, operates, and maintains the communications services provided hereinunder in accordance with the terms and conditions set forth under this tariff.

2.2 Applicability of Tariff

This tariff is applicable to telecommunications services provided by BullsEye Telecom, Inc. within the state of Florida.

2.3 Limitations of Service

2.3.1 Service will be furnished subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this tariff.

2.3.2 BullsEye reserves the right to discontinue furnishing service when necessitated by conditions beyond its control, or when the Customer is using the service in violation of the provisions of this tariff, or in violation of law.

2.3.3 The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.

2.3.4 BullsEye reserves the right to discontinue the offering of service if a change in regulation materially and negatively impacts the financial viability of the service in the best business judgment of the Company.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.4 Liability

- 2.4.1** The liability of the Company for any claim or loss, expense or damage (including indirect, special, or consequential damage) for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff shall not exceed an amount equivalent to the proportionate charges to the Customer for the period of service or the facility provided during which such interruption, delay, error, omission, or defect occurs.
- 2.4.2** The Company shall not be liable for any claim or loss, expense, or damage (including indirect, special, or consequential damage), for any interruption, delay, error, omission, or other defect in any service facility, or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by any act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.
- 2.4.3** The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer and Subscriber against any claim or loss, expense, or damage, (i) for defamation, invasion of privacy, infringement of copyright or patent, unauthorized use of any trademark, trade name, or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property, or entity arising from the material data, information, or content revealed to, transmitted, processed, handled, or used by Company under this tariff, or (ii) for connecting, combining, or adapting Company's facilities with Customer's or Subscriber's apparatus or systems, or (iii) for any act or omission of the Customer or Subscriber, or (iv) for any personal injury or death of any person, or for any loss of or damage to Subscriber's or Customer's premises or any other property, whether owned by Customer, Subscriber or others, caused directly or indirectly by the installation, maintenance, location, condition, operation, failure or removal of equipment or wiring provided by the Company if not directly caused by negligence of the Company.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.5 Payment and Credit Regulations

2.6.1 Payment Arrangements

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer for transmission of calls via the Company. The Customer agrees to pay to the Company or its authorized agent any cost(s) incurred as a result of any delegation of authority resulting in the use of his or her communications equipment and/or network services which result in the placement of calls via the Company. The Customer agrees to pay the Company or its authorized agent any and all cost(s) incurred as a result of the use of the service arrangement, including calls which the Customer did not individually authorize.

All charges due by the Customer are payable to the Company or any agency duly authorized to receive such payments. Terms of payment shall be according to the rules and regulations of the agency and subject to the rules of regulatory agencies, such as the Florida PSC. Any objections to billed charges must be promptly reported to the Company or its billing agent. Adjustments to Customers' bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

Charges for installations, service connections, moves, and rearrangements, where applicable, are payable upon demand by the Company or its authorized agent. The billing thereafter will include recurring charges and actual usage as defined in this tariff.

2.5.2 Deposits

The Company does not collect deposits from its Customers.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.5 Payment and Credit Regulations, (Cont'd)

2.5.3 Advance Payments

For Customers whom the Company determines 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 a new advance payment may be collected for the next month.

2.5.4 Taxes

Company reserves the right to bill any and all applicable taxes in addition to normal long distance usage charges, including, but not limited to: Federal Excise Tax, State Sales Tax, Municipal Taxes, and Gross Receipts Tax. Unless otherwise specified in this tariff, such taxes will be itemized separately on Customer invoices.

2.5.5 Returned Checks

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, whichever is greater.

2.5.6 Late Payment Charge

A late fee of 1.5% per month will be charged on any past due balance.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.6 Refunds or Credits for Service Outages or Deficiencies

2.6.1 Interruption of Service

Credit allowances for interruptions of service which are not due to the Carrier's testing or adjusting, to the negligence of the Customer, or to the failure of channels, equipment or communications systems provided by the Customer, are subject to the general liability provisions set forth in Section 2.4 herein. It shall be the obligation of the Customer to notify Carrier immediately of any interruption in service for which a credit allowance is desired by Customer. Before giving such notice, Customer shall ascertain that the trouble is not within his or her control or is not in wiring or equipment, if any, furnished by the Customer and connected to Carrier's terminal.

Credit allowances for interruptions of service caused by service outages or deficiencies are limited to the initial minimum period call charges for re-establishing the interrupted call.

2.6.2 Inspection, Testing and Adjustment

Upon reasonable notice, the facilities provided by the Company shall be made available to the Company for such tests and adjustments as may be deemed necessary for maintenance in a condition satisfactory to the Company. No interruption allowance will be granted for the time during which such tests and adjustments are made.

2.7 Cancellation by Customer

Customers may cancel service verbally or in writing at any time. The Company shall hold the Customer responsible for payment of all charges, including fixed fees, surcharges, etc., which accrue up to the cancellation date. Charges may be avoided by dialing another carrier's access code. In the event the Customer executes a term commitment agreement with the Company, the Customer must cancel service and terminate the agreement in accordance with the agreement terms.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.8 Refusal or Discontinuance by Company

BullsEye may refuse or discontinue service under the following conditions provided that, unless otherwise stated, the Customer shall be given fifteen (15) days notice to comply with any rule or remedy any deficiency:

- 2.8.1** For non-compliance with or violation of any State, municipal, or Federal law, ordinance or regulation pertaining to telephone service.
- 2.8.2** For use of telephone service for any purpose other than that described in the application.
- 2.8.3** For neglect or refusal to provide reasonable access to BullsEye or its agents for the purpose of inspection and maintenance of equipment owned by BullsEye or its agents.
- 2.8.4** For noncompliance with or violation of Commission regulation or BullsEye's rules and regulations on file with the Commission, provided five (5) working days' written notice is given before termination.
- 2.8.5** For nonpayment of bills, provided that suspension or termination of service shall not be made without five (5) days written notice to the Customer, except in extreme cases. Such notice will be provided in a mailing separate from the Customer's regular monthly bill for service.
- 2.8.6** Without notice in the event of Customer or Authorized User use of equipment in such a manner as to adversely affect BullsEye's equipment or service to others.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.8 Refusal or Discontinuance by Company (Cont'd)

2.8.7 Without notice in the event of tampering with the equipment or services owned by BullsEye or its agents.

2.8.8 Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, BullsEye may, before restoring service, require the Customer to make, at his or her own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use.

2.8.9 Without notice by reason of any order or decision of a court or other government authority having jurisdiction which prohibits Company from furnishing such services.

2.9 Use of Service

Service may be used for any lawful purpose for which it is technically suited. Customers reselling BullsEye's Florida intrastate service must have a Certificate of Public Convenience and Necessity as an interexchange carrier from the Florida Public Service Commission.

2.10 Applicable Law

This tariff shall be subject to and construed in accordance with Florida law.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLI0200

SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.11 Tests, Pilots, Promotional Campaigns and Contests

The Company may conduct special tests or pilot programs and promotions at its discretion to demonstrate the ease of use, quality of service and to promote the sale of its services. The Company may also waive a portion or all processing fees or installation fees for winner of contests and other occasional promotional events sponsored or endorsed by the Company. From time to time the Company may waive all processing fees for a Customer.

These promotions will be approved by the FPSC with specific starting and ending dates with promotions running under no circumstances longer than 90 days in any twelve month period.

2.12 Other Rules

The Company may temporarily suspend service without notice to the Customer, by blocking traffic to certain cities or NXX exchanges, or by blocking calls using certain Personal Identification Numbers when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as service can be provided without undue risk.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 3.0 - DESCRIPTION OF SERVICE

3.1 General

BullsEye provides direct dialed outbound service, inbound toll free service, travel card service, operator services and access to directory assistance for communications originating and terminating within the state. Long Distance service is only available in conjunction with Company local exchange service. Company services are available twenty-four hours per day, seven days a week. Intrastate service is offered in conjunction with interstate service.

Customers are charged individually for each call placed through the Company network. Charges may vary by service offering, mileage band, class of call, time of day, day of week and/or call duration. Customers are billed based on their use of the Company services and network.

3.2 Quality and Grade of Service Offered

Minimum Call Completion Rate - Customers can expect a call completion rate of not less than 90% during peak use periods. The call completion rate is calculated as the number of calls completed (including calls completed to a busy line or to a line which remains unanswered by the called party) divided by the number of calls attempted.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd)

3.3 Timing of Calls

- 3.3.1 Timing for all calls begins when the called party answers the call (i.e. when two way communications are established.) Answer detection is based on standard industry answer detection methods, including hardware and software answer detection.
- 3.3.2 Chargeable time for all calls ends when either one of the parties disconnects from the call.
- 3.3.3 Minimum call duration and additional billing increments are specified in the description for each service.
- 3.3.4 There is no billing applied for incomplete calls.

3.4 Rate Periods

Unless otherwise specified, the appropriate rates apply for day, evening and night/weekend calls based on the following chart.

Times	Mon	Tues	Wed	Thur	Fri	Sat	Sun	
8:00 am to 5:00 pm*	Daytime Period							
5:00 pm to 11:00 pm*	Evening Period							Eve.
11:00 pm to 8:00 am*	Night/Weekend Period							

* - Up to, but not including.

3.5 Emergency Calls

No charge applies to emergency calls to recognized emergency numbers.

3.6 Holidays

The Company does not offer Holiday discounts

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd)

3.7 Calculation of Distance

Usage charges for mileage sensitive services vary based on the type of service subscribed to by the Customer. For services utilizing switched access, mileage measurements for rate schedules are based on the distance in airline miles between rate centers associated with the originating and terminating stations. For services utilizing dedicated access, mileage measurements for rate schedules are based on the distance in airline miles between the BullsEye network access point associated with the station utilizing Dedicated Access Origination/Termination and the rate center associated with the called/calling station.

The distance between the originating and terminating points is calculated by using the "V" and "H" coordinates of the serving wire centers as defined by BellCore (Bell Communications Research), in the following manner:

- Step 1: Obtain the "V" and "H" coordinates for the serving wire center or network access point serving the Customer's location and the called/calling station.
- Step 2: Obtain the difference between the "V" coordinates. Obtain the difference between the "H" coordinates.
- Step 3: Square the differences obtained in Step 2.
- Step 4: Add the squares of the "V" difference and "H" difference obtained in Step 3.
- Step 5: Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.
- Step 6: Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the originating and terminating locations of the call.

Formula:

$$\sqrt{\frac{(V_1V_2)^2 + (H_1H_2)^2}{10}}$$

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd)**3.8 Public Telephone Surcharge**

In order to recover Company expenses to comply with the FCC pay telephone compensation plan effective on October 7, 1997 (FCC 97-371), an undiscountable per call charge is applicable to all interstate, intrastate and international calls that originate from any domestic pay telephone used to access the Company's services. This surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with the Company's service, applies for the use of the instrument used to access The Company service and is unrelated to the Company service accessed from the pay telephone.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the A#@ symbol).

Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.

The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd)

3.9 General

Toll service is only available in conjunction with local service. For descriptions of local service please see Florida Price List No. 2

3.10 Outbound Services

3.10.1 IntraLATA Toll Service

A. IntraLATA Switched Service Toll Plan 1

IntraLATA Switched Service Toll Plan 1 is an outbound calling plan available to Customers who presubscribe to the any one of the Company local exchange services.

B. IntraLATA Call Pack 100

IntraLATA Call Pack 100 is an outbound calling plan available to Customers who presubscribe to any one of the Company local exchange services.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd)

3.10 Outbound Services, Cont'd.

3.10.2 InterLATA Toll Service

A. InterLATA Service Toll Plan 1

InterLATA Service Toll Plan 1 is a switched outbound plan available to Customers who presubscribe to any one of the Company local exchange services

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd)

3.11 Toll Free Services

3.11.1 Switched Toll Free Plan 1

Switched Toll Free Plan 1 is available to Customers for incoming calls. Calls originate from any interstate or intrastate location over a toll free number and terminate to a Customer-provided switched access line. Call charges are billed to the Subscriber rather than to the originating caller. Rates are neither time-of-day sensitive nor mileage sensitive.

3.12 Calling Card Service

Calling Card Service is available to Customers for placing calls while away from home or office. Calls are originated by dialing a toll-free access number, followed by an account identification number and personal identification number. Calls may originate from standard residential, business or pay telephone access lines and may terminate to any interstate or intrastate location. There is no per call charge.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd)

3.13 Directory Assistance

Directory Assistance is available to Customers of BullsEye. A Directory Assistance charge applies to each call to the Directory Assistance Bureau. Up to two requests may be made on each call to Directory Assistance. The Directory Assistance charge applies to each call regardless of whether the Directory Assistance Bureau is able to furnish the requested telephone number.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd)

3.14 Operator Services

Operator Services, available to presubscribed Customers, are accessible on a twenty-four (24) hour per day, seven (7) days per week basis. In addition to the per call service charge, usage rates apply. The types of calls handled are as follows:

Customer Dialed Calling/Credit Card Call - This charge applies in addition to usage charges for station to station calls billed to an authorized Calling Card or Commercial Credit Card. The Customer must dial the destination telephone number where the capability exists for the Customer to do so. A separate rate applies in the event operator assistance is requested for entering the Customer's card number for billing purposes.

Operator Dialed Calling/Credit Card Call - This charge applies in addition to usage charges for station to station calls billed to an authorized telephone Calling Card or Commercial Credit Card and the operator dials the destination telephone number at the request of the Customer.

Operator Station - These charges apply in addition to usage charges for non-Person-to-Person calls placed using the assistance of a Company operator and billed Collect, to a Third Party, by deposit of coins in Pay Telephones, or via some method other than a Calling Card or Commercial Credit Card.

Person-to-Person - This charge applies in addition to usage charges for calls placed with the assistance of a Company operator to a particular party at the destination number. This charge applies regardless of billing method, including but not limited to billing to a Calling Card, Commercial Credit Card, Collect, by deposit of coins in Pay Telephones, or to a Third Party. Charges do not apply unless the specified party or an acceptable substitute is available.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 4.0 - RATES

4.1 General

Each Customer is charged individually for each call placed through the Company. Charges may vary by service offering and/or call duration.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 4.0 - RATES, (Cont'd)

4.2 Exemptions and Special Rates

4.2.1 Discounts for Hearing Impaired Customers

A telephone toll message which is communicated using a telecommunications device for the deaf (TDD) by properly certified hearing or speech impaired persons or properly certified business establishments or individuals equipped with TDDs for communicating with hearing or speech impaired persons will receive, upon request, credit on charges for certain intrastate toll calls placed between TDDs. Discounts do not apply to surcharges or per call add-on charges for operator services when the call is placed by a method that would normally incur the surcharge.

- A. The credit to be given on a subsequent bill for such calls placed between TDDs will be equal to applying the evening rate during business day hours and the night/weekend rate during the evening rate period.
- B. The credit to be given on a subsequent bill for such calls placed by TDDs with the assistance of the relay center will be equal to 50% of the rate for the applicable rate period. If either party is both hearing and visually impaired, the call shall be discounted at 60% of the applicable rate.

4.2.2 Emergency Call Exemptions

The following calls are exempted from all charges: Emergency calls to recognizable authorized civil agencies including police, fire, ambulance, bomb squad and poison control. BullsEye will only handle these calls if the caller dials all of the digits to route and bill the call. Credit will be given for any billed charges pursuant to this exemption on a subsequent bill after verified notification by the billed Customer within thirty (30) days of billing.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLI0200

SECTION 4.0 - RATES, (Cont'd)

4.2 Exemptions and Special Rates, (Cont'd)

4.2.3 Operator Assistance for Handicapped Persons

Operator station surcharges will be waived for operator assistance to a caller who identifies him or herself as being handicapped and unable to dial the call because of the handicap.

4.2.4 Directory Assistance for Handicapped Persons

A business or residence main telephone exchange line may be registered for exemption from Directory Assistance charges where one of the users of the line is considered to be legally blind, visually or physically handicapped, or where the user's handicap prevents the dialing of a telephone in a conventional manner or permits only the dialing of "0". Requests for exemption must be accompanied by certification of the handicap. Acceptable certifications include those signed by a physician, issued by a state agency qualified to certify such handicaps or pre-existing certifications establishing visual or physical inability to use a directory such as those which qualify the handicapped person for an income tax exemption or social security benefits on the basis of blindness or physical disability or for use of the facilities of an agency for the blind.

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 4.0 - RATES, (Cont'd)

4.3 Outbound Services

4.3.1 IntraLATA Toll Service

A. IntraLATA Switched Service Toll Plan 1

Calls are billed in six (6) second increments after an initial period for billing purposes of eighteen (18) seconds. A Monthly Recurring Charge applies in addition to the usage rate.

Per minute rate: \$0.10
Monthly Recurring Charge, per line: \$3.00

B. IntraLATA Call Pack 100

A call allowance of one hundred (100) minutes is available for a flat monthly rate. Additional usage above the call allowance is billed in six (6) second increments after an initial period for billing purposes of eighteen (18) seconds. In addition to usage, a Monthly Recurring Charge applies.

Per minute rate: \$0.09
Monthly Recurring Charge, per line: \$9.00

4.3.2 InterLATA Toll Service

A. InterLATA Service Toll Plan 1

Calls are billed in six (6) second increments after an initial period for billing purposes of eighteen (18) seconds.

Rate Per Minute: \$0.10

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 4.0 - RATES, (Cont'd)

4.4 Switched Toll Free Plan 1

Call charges are billed to the Subscriber rather than to the originating caller. Rates are neither time-of-day sensitive nor mileage sensitive. Calls are billed in six (6) second increments after a minimum call duration for billing purposes of eighteen (18) seconds. Rates are not mileage or time-of-day sensitive. A Monthly Recurring Charge applies in addition to usage rates.

Rate Per Minute:	\$0.10
Monthly Recurring Charge:	\$8.00

4.5 Calling Card Service

Calls are billed in sixty (60) second increments after an initial period for billing purposes of sixty (60) seconds. A one-time charge for card set-up applies. There is no per call charge.

Rate Per Minute:	\$0.23
Set-Up Charge:	\$2.00

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

SECTION 4.0 - RATES, (Cont'd)

4.6 Directory Assistance

A Directory Assistance charge applies to each call to the Directory Assistance Bureau. Up to two requests may be made on each call to Directory Assistance. The Directory Assistance charge applies to each call regardless of whether the Directory Assistance Bureau is able to furnish the requested telephone number.

Rate Per Call	\$0.95
---------------	--------

4.7 Operator Services

Usage Charges

Rate Per Minute:	\$0.20
------------------	--------

Per Call Service Charges

Customer Dialed Calling Card	\$1.75
Operator Dialed Calling Card	\$1.75
Collect	\$1.75
Third Party Billed	\$1.75
Person-to-Person	\$3.25

Issued:

Effective:

Issued By: Charles, L. Schneider, Jr., Director - Business Development
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

FLi0200

BullsEye Telecom, Inc.

Exhibit III

Management Profiles

BullsEye Telecom, Inc.

Management Profiles

William H. Oberlin - Chairman and Chief Executive Officer

William Oberlin, Chairman and Chief Executive Officer, is responsible for providing strategic direction, business development and leadership on technology issues. Prior to joining BullsEye he was Chief Executive Officer of Midcom Communications, which he joined in 1996. From 1988 to 1996 he played a key role in the turnaround of Allnet Communications which was sold to Frontier Communications in 1995. Mr. Oberlin began his career in a series of sales and marketing positions, first at New Jersey Bell and subsequently in senior roles at Sprint, DHL Business Systems and the U.S. operations of Cable and Wireless. He holds a bachelor's degree in economics from Rutgers University.

Peter K. LaRose - Vice President for Finance and Secretary

Peter LaRose, Vice President for Finance, has served in a number of senior financial positions, primarily in the telecommunications industry. He began his career with Price Waterhouse and Co., where his service included performing audits for foreign subsidiaries of U.S. and Spanish firms. He served as Vice President of Finance and Controller for MCI Communications and as Vice President of Finance for both Winstar Gateway Networks and for Midcom Communications. Mr. LaRose holds a B.S. in Business Administration from Pennsylvania State University and is a Certified Public Accountant.

J. Edward Pearce - Vice President of Alternative Channels

J. Edward Pearce joined BullsEye as Vice President of Alternative Channels in January 2001. Prior to joining BullsEye, he led the Alternative Channel Program for LDMI Telecommunications. Mr. Pearce has held key senior sales management positions with Frontier Communications and Telco Communications Group. He is a graduate of the University of Akron and holds a B.S. in Business and Organizational Communications.

Bill R. Edwards - Vice President of Customer Operations

Bill Edwards, Vice President of Customer Operations, brings twenty years of telecommunications service experience to BullsEye Telecom. His work at BullsEye has included key contributions to the design, development and operation of a highly automated order management, service provisioning and customer service infrastructure. His responsibilities include the continued development and operation of many of the non-IT-related components of the Company's back office.

Scott R. Loney - Vice President of Marketing

Scott Loney, Vice President of Marketing, began his career at Allnet Communications where helped lead an integrated sales and marketing program focused on dedicated T1 voice and data services.

After Allnet, he joined Midcom Communications as Director of Marketing, where he led product management for long distance voice and data services and worked extensively in the field of frame relay, Internet and other packet-switched data services. Mr. Loney also served as a marketing consultant with NET-tel Communications. He earned his MBA at the University of Michigan and holds a BA in History and MA in Telecommunications from Michigan State University.

Thomas A. Marino - Vice President of Network Operations

Thomas A. Marino, Vice President of Network Operations, is responsible for network management, business and technology development for new products and service, regulatory affairs and carrier relations. He has 25 years of telecommunications experience in all facets of the construction, operations, and management of long distance telephone, CLEC and data networks. Previously, Mr. Marino has served in executive positions with Excel Communications, Midcom Communications, Frontier Communications, ALC Communications and Sprint Communications, where he was responsible for the design, development and operation of large-scale, national voice and data networking platforms.

Tom Tisko - Vice President of Business Operations

Tom Tisko, Vice President of Business Operations, began his career in information systems and operations management at Electronic Data Systems Corporation where he was responsible for leading and managing teams of systems engineers in resource allocation, technical guidance and career development. From 1995-1999 he served as Operations Manager, and later as General Manager, of AdVal Communications where he was responsible for the successful operation of order management and billing systems, back-office IT functions and customer service. Mr. Tisko holds a combined BS in Computer Science and Business Administration from Michigan Technological University and an MBA from Golden Gate University.

Charles L. Schneider, Jr. - Director, Business Development

Charles L. Schneider, Jr., Director, Business Development, is responsible for regulatory affairs, CABS billing, financial assurance, network vendor invoice auditing, network cost and optimization, vendor relations and program management. He began his career at Allnet Communications where he held positions in Customer Service and Network Planning and Administration. Prior to joining BullsEye, Mr. Schneider was an independent telecom consultant, providing program management, network planning and administration services to such companies as Midcom, Winstar, NETtel and US LEC. He holds a BA in Business Administration from the University of Michigan.

Officers - January 1, 2002

William H. Oberlin	Chairman and Chief Executive Officer
Peter K. LaRose	Vice President - Finance, Treasurer & Secretary
Scott R. Loney	Vice President - Marketing
Thomas F. Tisko	Vice President - Business Operations
Bill R. Edwards	Vice President - Customer Service
Thomas A. Marino	Vice President - Network Operations
James E. Pearce	Vice President - Indirect Sales

Directors - February 2002

William H. Oberlin	Chairman	CEO BullsEye Telecom, Inc.
Watts Hamrick, III	Director	Wachovia Capital Partners,
Stephen J. Eley	Director	BCI Partners
C. Alan Peyser	Director	Chairman Simplexity.com

BullsEye Telecom, Inc.

Exhibit IV

Financial Statements

The confidential Financial Statements of the Applicant are being filed under separate cover.

These documents demonstrate Applicant's financial ability to provide the proposed services. Applicant is a privately-held corporation and as such its Financial Statements are not public information, but rather constitute confidential and proprietary information. These Financial Statements are therefore submitted under seal. Applicant respectfully requests that this confidential information not be provided to any party other than members of staff who need to review the material for evaluation of applicant's fitness to provide service.



ORIGINAL

210 N. Park Ave.
Winter Park, FL
32789

June 27, 2002
Overnight

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Ms. Blanca S. Bayo, Director
Division of the Commission Clerk & Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0870

020630-TI

RE: Confidential Claim for Financial Statements -
Application of **BullsEye Telecom, Inc.** for authority to provide Interexchange
Telecommunications Service within the State of Florida -

Dear Ms. Bayo:

Enclosed, pursuant to the requirements of Rule 25-22.006(5)(a), is one (1) highlighted copy and two (2) redacted copies of the financial statements of BullsEye Telecom, Inc. which are being filed concurrently with and as part of the above captioned proceeding. The enclosed material is confidential and should be treated accordingly pursuant to Chapter 364.183(1), Florida Statutes.

Please acknowledge receipt of this filing by returning, filed stamped, the extra copy of this letter in the self-addressed stamped envelope.

I may be reached at (407) 740-8575 or via email at mbyrnes@tminc.com with any questions, comments or correspondence regarding this application. Thank you for your assistance.

Sincerely,

Monique Byrnes
Consultant to
BullsEye Telecom, Inc.

MB/sp

cc: C. Schneider, Jr. - BullsEye
file: BullsEye - FL IXC
tms: fli0200a

This claim of confidentiality was filed by or on behalf of a "telco" for Confidential DN ~~067167-02~~. The document is in locked storage pending advice on handling. To access the material, your name must be on the CASR. If undocketed, your division director must obtain written EXD/Tech permission before you can access it.

DOCUMENT NUMBER-DATE

06766 JUN 28 02

FPSC-COMMISSION CLERK

CONFIDENTIAL

BullsEye Telecom, Inc.
Report on Audits of Financial Statements
For the Years Ended December 31, 2001 and 2000

06766-02

CONFIDENTIAL

BullsEye Telecom, Inc.

Report on Audits of Financial Statements

For the Years Ended December 31, 2001 and 2000

000502

CONFIDENTIAL

BullsEye Telecom, Inc.
Contents

	Page(s)
Report of Independent Accountants	1
Financial Statements	
Balance Sheets.....	2
Statement of Operations	3
Statement of Redeemable, Convertible Preferred Stock, Common Stock and Other Stockholders' Equity	4
Statement of Cash Flows.....	5
Notes to Financial Statements	6-11

PricewaterhouseCoopers LLP
Suite 200
40950 Woodward Avenue
Bloomfield Hills MI 48304-2260
Telephone (313) 394 6000
Facsimile (313) 394 3513

Report of Independent Accountants

To the Shareholders and Board of Directors of
BullsEye Telecom, Inc.

In our opinion, the accompanying balance sheets and statements of operations, of redeemable, convertible preferred stock, common stock, and other stockholders' equity, and of cash flows present fairly, in all material respects, the financial position of BullsEye Telecom, Inc. at December 31, 2001 and 2000, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

April 22, 2002

CONFIDENTIAL

BullsEye Telecom, Inc.
Balance Sheets
December 31, 2001 and 2000

	2001	2000
Assets		
Current assets		
Cash and cash equivalents	[REDACTED]	[REDACTED]
Accounts receivable	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
Other current assets	[REDACTED]	[REDACTED]
Total current assets	[REDACTED]	[REDACTED]
Property and equipment	[REDACTED]	[REDACTED]
Less - accumulated depreciation and amortization	[REDACTED]	[REDACTED]
Net property and equipment	[REDACTED]	[REDACTED]
Total assets	[REDACTED]	[REDACTED]
Liabilities		
Current liabilities		
Trade accounts payable	[REDACTED]	[REDACTED]
Accrued liabilities	[REDACTED]	[REDACTED]
Accrued liabilities from discontinued operations	[REDACTED]	[REDACTED]
Deferred revenue	[REDACTED]	[REDACTED]
Customer deposits	[REDACTED]	[REDACTED]
Debt, current	[REDACTED]	[REDACTED]
Total current liabilities	[REDACTED]	[REDACTED]
Redeemable, convertible preferred stock, common stock and other stockholders' equity		
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
Accumulated deficit	[REDACTED]	[REDACTED]
Total redeemable, convertible preferred stock, common stock and other stockholders' equity	[REDACTED]	[REDACTED]
Total liabilities and redeemable, convertible preferred stock, common stock and other stockholders' equity	[REDACTED]	[REDACTED]

The accompanying notes are an integral part of the financial statements.

CONFIDENTIAL

BullsEye Telecom, Inc.
Statement of Operations
For the Years Ended December 31, 2001 and 2000

	2001	2000
Revenue		
Sales of communication services and equipment	[REDACTED]	[REDACTED]
Costs and expenses		
Costs of communication services and equipment	[REDACTED]	[REDACTED]
Sales and marketing expenses	[REDACTED]	[REDACTED]
Operation expenses	[REDACTED]	[REDACTED]
General and administrative expenses	[REDACTED]	[REDACTED]
Total operating expenses	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
Interest and other income	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]

The accompanying notes are an integral part of the financial statements.

BullsEye Telecom, Inc.

**Statement of Redeemable, Convertible Preferred Stock, Common Stock and Other Stockholders' Equity
For the Years Ended December 31, 2001 and 2000**

	[REDACTED]
Balance, January 1, 2000	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
Issuance costs	[REDACTED]
[REDACTED]	[REDACTED]
Balance, December 31, 2000	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
Balance, December 31, 2001	[REDACTED]

The accompanying notes are an integral part of the financial statements.

CONFIDENTIAL

BullsEye Telecom, Inc.
Statements of Cash Flows
For the Years Ended December 31, 2001 and 2000

	2001	2000
Cash flows used in operating activities		
[REDACTED]		
[REDACTED]		
Depreciation and amortization	[REDACTED]	[REDACTED]
Non-cash compensation	[REDACTED]	[REDACTED]
Changes in operating assets and liabilities		
Accounts receivable	[REDACTED]	[REDACTED]
Prepaid and other assets	[REDACTED]	[REDACTED]
Accounts payable	[REDACTED]	[REDACTED]
Other current liabilities	[REDACTED]	[REDACTED]
Net cash used in operating activities	[REDACTED]	[REDACTED]
Net cash used in investing activities		
Purchase of property and equipment	[REDACTED]	[REDACTED]
Net cash flows from financing activities		
Proceeds from sale of stock, net of issuance costs	[REDACTED]	[REDACTED]
Payments on notes payable	[REDACTED]	[REDACTED]
Proceeds from exercise of employee option	[REDACTED]	[REDACTED]
Net cash provided by (used in) financing activities	[REDACTED]	[REDACTED]
Net (decrease) increase in cash	[REDACTED]	[REDACTED]
Cash, beginning of period	[REDACTED]	[REDACTED]
Cash, end of year	[REDACTED]	[REDACTED]
Supplemental disclosure of cash flow information		
Cash paid for interest	[REDACTED]	[REDACTED]
Noncash financing and investing activities		
Debt and other liabilities incurred to acquire property and equipment	[REDACTED]	[REDACTED]

The accompanying notes are an integral part of the financial statements.

BullsEye Telecom, Inc. Notes to Financial Statements

1. Summary of Significant Accounting Policies

Business operations

BullsEye Telecom, Inc., formerly Enterprise Network Solutions, L.L.C., ("the Company") was formed as a Michigan limited liability company on May 17, 1999. The Company provides electronic data and voice services, primarily to businesses in the midwest United States.

On April 20, 2000, the Company converted to a Corporation. In connection with this conversion all outstanding member units were converted into voting shares of common stock, with no par value. All outstanding options for membership units were converted to options for common stock.

Cash and cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less to be cash and cash equivalents. Cash and cash equivalents are held on deposit and in money market funds or checking accounts.

Property and equipment

Property and equipment are recorded at cost. Depreciation and amortization are computed on a straight-line basis over the estimated useful life of the assets, which range from 3 to 5 years. Upon sale or retirement of property and equipment, the cost and related accumulated depreciation or amortization are eliminated from the respective accounts, and the resulting gain or loss charged to accumulated depreciation. Maintenance and repair costs are expensed as incurred.

Deferred revenue and customer deposits

The Company receives advance payments from customers, which are recognized as revenue when the services are performed.

Revenue recognition

The Company recognizes revenue from services as the services are performed. The Company recognizes revenue from the sale of hardware when the hardware is delivered to the customer.

Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. Property and Equipment

Property and equipment consisted of the following at December 31, 2001 and 2000:

	2001	2000
Computer and office equipment		
Network equipment		
Leasehold improvements		
Software		
Total		

BullsEye Telecom, Inc. Notes to Financial Statements

3. Lease Commitments

[REDACTED]

Future minimum payments under operating leases for continuing operations are:

2002
2003
2004
2005

[REDACTED]

4. Stock Options

[REDACTED]

Following is a summary of stock options granted by the Company:

	Options	Weighted average exercise price
Outstanding at January 1, 2000	[REDACTED]	[REDACTED]
Granted	[REDACTED]	[REDACTED]
Forfeited	[REDACTED]	[REDACTED]
Outstanding at December 31, 2000	[REDACTED]	[REDACTED]
Granted	[REDACTED]	[REDACTED]
Forfeited	[REDACTED]	[REDACTED]
Exercised	[REDACTED]	[REDACTED]
Outstanding at December 31, 2001	[REDACTED]	[REDACTED]
Exercisable at December 31, 2001	[REDACTED]	[REDACTED]

BullsEye Telecom, Inc. Notes to Financial Statements

4. Stock Options (continued)

Exercise Price	Outstanding at Dec 31, 2001	Average remaining contractual life (years)
[REDACTED]		

In October 1995, Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation," was issued which encourages, but does not require, companies to record compensation expenses for the fair value of options and other equity instruments granted under stock-based compensation agreements.

[REDACTED]

Principle assumptions used in calculating the pro forma information were as follows:

	2001	2000
Risk free interest rates	[REDACTED]	[REDACTED]
Expected life, in years	[REDACTED]	[REDACTED]
Expected dividend yield	[REDACTED]	[REDACTED]
Weighted average fair value of options granted with		
Option exercise price at fair value	[REDACTED]	[REDACTED]
Option exercise price below fair value	[REDACTED]	[REDACTED]

5. Preferred Stock

[REDACTED]

BullsEye Telecom, Inc. Notes to Financial Statements

5. Preferred Stock (continued)

[REDACTED]

6. Income Taxes

[REDACTED]

2001 2000

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

7. Commitments

Telecommunication services

[REDACTED]

8. Debt

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

BullsEye Telecom, Inc.
Notes to Financial Statements

8. Debt (continued)

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

