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

05 JAN 10 AM 10: 57

**DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT**  
**CERTIFICATION**

COMMISSION  
CLERK

**APPLICATION FORM**  
**for**  
**AUTHORITY TO PROVIDE**  
**ALTERNATIVE LOCAL EXCHANGE SERVICE**  
**WITHIN THE STATE OF FLORIDA**

**Instructions**

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Page 12).
- ◆ 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 the Commission Clerk and Administrative Services***  
**2540 Shumard Oak Blvd.**  
**Tallahassee, Florida 32399-0850**  
**(850) 413-6770**

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

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward deposit information to Records.

Initials of person who forwarded check:

**Florida Public Service Commission**  
**Division of Competitive Markets and Enforcement**  
**Certification**  
**2540 Shumard Oak Blvd.**  
**Tallahassee, Florida 32399-0850**  
**(850) 413-6600**

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DISTRIBUTION CENTER

## APPLICATION

1. **This is an application for  $\checkmark$  (check one):**

- Original certificate** (new company).
- Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.
- Approval of assignment of existing certificate:** Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.
- Approval of transfer of control:** Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. **Name of company:**

CoreTel Florida, Inc

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

"CoreTel" or "CoreTel Communications"

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

209 West Street  
Suite 302  
Annapolis, MD 21401

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

The Applicant is seeking to establish one or more wire centers in the Miami, Florida area.

**6. 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               |   |

**7. If individual, provide:**

Name:

Title:

Address:

City/State/Zip:

Telephone No.: \_\_\_\_\_ Fax No.:

Internet E-Mail Address:

Internet Website Address:

**8. If incorporated in Florida, provide proof of authority to operate in Florida:**

(a) The Florida Secretary of State corporate registration number:

P04000132049. A copy of the articles of incorporation is attached hereto at **Tab A**.

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

(a) The Florida Secretary of State corporate registration number:

N/A

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

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

N/A

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

(a) The Florida Secretary of State registration number:

N/A

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

Name: N/A

Title:

Address:

City/State/Zip:

Telephone No.: \_\_\_\_\_ Fax No.:

Internet E-Mail Address:

Internet Website Address:

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

(a) The Florida registration number: N/A

14. Provide F.E.I. Number(if applicable): 20-1696826

15. 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. Provide explanation.

No.

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

No.

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

(a) The application:

Name: Christopher Van de Verg

Title: General Counsel

Address: 209 West Street, Ste. 302

City/State/Zip: Annapolis, MD 21401

Telephone No.: 410 216 9865 Fax No.: 410 216 9867

Internet E-Mail Address: chris@coretel.net

Internet Website Address: N/A

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

Name: Christopher Van de Verg  
Title: General Counsel  
Address: 209 West Street, Ste. 302  
City/State/Zip: Annapolis, MD 21401  
Telephone No. 410 216 9865 Fax No.: 410 216 9867  
Internet E-Mail Address: chris@coretel.net  
Internet Website Address: N/A

(c) Complaints/Inquiries from customers:

Name: Christopher Allan  
Title: Operations Director  
Address: 2010C Industrial Drive  
City/State/Zip: Annapolis, MD 21401  
Telephone No.: 410 571 6405 Fax No.: 410 571 6408  
Internet E-Mail Address: chrisa@coretel.net  
Internet Website Address: N/A

**17. List the states in which the applicant:**

(a) has operated as an alternative local exchange company.

None.

(b) has applications pending to be certificated as an alternative local exchange company.

None.

(c) is certificated to operate as an alternative local exchange company.

None.

- (d) has been denied authority to operate as an alternative local exchange 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.

**18. Submit the following:**

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

Resumes of CoreTel President Bret Mingo and General Counsel Christopher Van de Verg are attached hereto at **Tabs B & C**.

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

Resumes of CoreTel Operations Director Christopher Allan and Senior Network Engineer Daniel Scott Smith are attached hereto at **Tabs D and E**.

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

The financial statements of CoreTel Florida, Inc., signed and affirmed by CoreTel CEO Bret Mingo are attached hereto at **Tab F**.

CoreTel Florida will obtain use of facilities needed to provide services by leasing switching and transmission equipment from its sister affiliate company, CoreTel America, Inc., which will be responsible for leasing space and installing equipment at one or more wire center locations in Florida. CoreTel America currently owns and operates approximately 18 wire centers and other points of presence in Maryland, New York, Pennsylvania, and Virginia. CoreTel Florida will obtain minimal start up financing from its parent company, CoreTel Communications, Inc., which owns CLEC affiliates licensed in all of the same states where CoreTel America has network facilities. Almost immediately after commencement of its service offering, CoreTel Florida expects to be financially self-sufficient and self-financed.



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 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. **APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

**Christopher Van de Verg** \_\_\_\_\_

Print Name

Signature

**General Counsel** \_\_\_\_\_

Title

Date

**(410) 216-9865**                      **(410) 216-9867** \_\_\_\_\_

Telephone No.

Fax No.

Address:

209 West Street  
Suite 302  
Annapolis, MD 21401



**THIS PAGE MUST BE COMPLETED AND SIGNED**

**AFFIDAVIT**

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide 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:

Christopher Van de Verg



Print Name

Signature

General Counsel

1/7/2005

Title

Date

(410) 216-9865

(410) 216-9867

Telephone No.

Fax No.

Address:

209 West Street  
Suite 302  
Annapolis, MD 21401

## INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

1. **POP:** Addresses where located, and indicate if owned or leased.

1) \_\_\_\_\_ 2)

\_\_\_\_\_

3) \_\_\_\_\_ 4)

\_\_\_\_\_

2. **SWITCHES:** Address where located, by type of switch, and indicate if owned or leased.

1) \_\_\_\_\_ 2)

\_\_\_\_\_

3) \_\_\_\_\_ 4)

\_\_\_\_\_

3. **TRANSMISSION FACILITIES:** POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

POP-to-POP

OWNERSHIP

1) \_\_\_\_\_

\_\_\_\_\_

3) \_\_\_\_\_

4) \_\_\_\_\_

# CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

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

and current holder of Florida Public Service Commission Certificate Number # \_\_\_\_\_, have reviewed this application and join in the petitioner's request for a:

- ( ) sale
- ( ) transfer
- ( ) assignment

of the above-mentioned certificate.

## UTILITY OFFICIAL:

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

Signature

\_\_\_\_\_  
Title

Date

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

Fax No.

Address:

**Tab A**



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 21, 2004

ROBERT L FOOSE II  
4300 MONTGOMERY AVE STE 305  
BETHESDA, MD 20814

The Articles of Incorporation for CORE TEL FLORIDA, INC. were filed on September 21, 2004 and assigned document number P04000132049. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

**PLEASE NOTE:** Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

A corporation annual report must be filed with this office between January 1 and May 1 of each year beginning with the calendar year following the year of the filing/effective date noted above and each year thereafter. Failure to file the annual report on time may result in administrative dissolution of your corporation.

A federal employer identification (FEI) number must be shown on the annual report form prior to its filing with this office. Contact the Internal Revenue Service to insure that you receive the FEI number in time to file the annual report. To obtain a FEI number, contact the IRS at 1-800-829-3676 and request form SS-4.

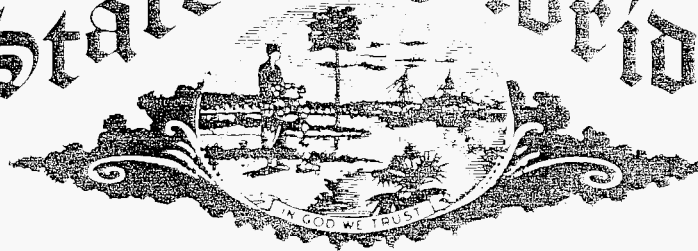
Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at the address given below.

Tracy Smith, Document Specialist  
New Filings Section

Letter Number: 804A00055639

# State of Florida

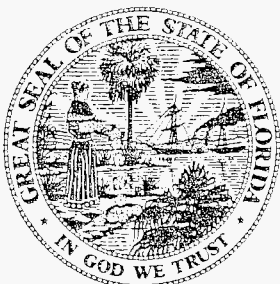


## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of CORE TEL FLORIDA, INC., a Florida corporation, filed on September 21, 2004, as shown by the records of this office.

The document number of this corporation is P04000132049.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Twenty-first day of September, 2004



*Glenda E. Hood*  
Glenda E. Hood  
Secretary of State

**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

CoreTel Florida, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/ mailing address is:

209 West Street, Suite 302  
Annapolis, MD 21401

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

To engage in any and all lawful business for which corporations are incorporated under the Florida Business Corporation Act.

**ARTICLE IV SHARES**

The number of shares of stock is:

1,000 shares of common stock at par value of \$0.10 per share.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

Bret L. Mingo, Director  
209 West Street, Suite 302  
Annapolis, MD 21401

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

04 SEP 21 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Bret L. Mingo  
209 West Street, Suite 302  
Annapolis, MD 21401

\*\*\*\*\*

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Mark S. Endley  
Assistant Vice-President  
and Secretary

Signature/Registered Agent

9/17/04

Date

Signature/Incorporator

9/13/04

Date



**Tab B**

# BRET MINGO

---

May 7, 1997

2254 Hall Place NW  
Washington, DC 20007  
(202) 298-7301 (home)  
(202) 437-5219 (cellular)  
[bret@bret.net](mailto:bret@bret.net)

## Curriculum Vitae

### **Professional:**

- Fall 1997 – Formed Core Communications, Inc, for the purpose of providing telecommunications services, including local exchange services, for the data community.
- Fall 1997 – Performed consulting work for Toad Computers, Inc. Among other responsibilities, assisted with implementation of a data collection system for Black & Decker (Easton, Md.), as well as telecommunications consulting, both technical and administrative.
- Summer 1992 to May 1997 – Formed and headed Syzygy Electronics, Inc, a computer component export company, from its formation in January 1993 until May 12, 1997. From January 1993 until December 1994, Syzygy Electronics, Inc grew at a rate of 20% per month, employing 15 people in 1995 on gross sales of over \$5Mil. Among other managerial and technical achievements, wrote custom telecommunications switch software for the purpose of efficiently queuing and switching inbound calls to Syzygy operators, using a combination of digital and analog interfaces. Designed a re-clocking circuit to accelerate certain computer circuits and memory circuit boards. Designed a memory chip commodity database.
- Summer 1990 – Internship with Scientex, Inc, a transportation engineering consulting company. Programmed an efficient data compilation system to downsize a mainframe transportation database for functional use on microcomputers, leading to being published in the *Transportation Research Record* for "Accident Rates of MultiUnit Combination Vehicles Derived from Large-Scale Data Bases".

### **Educational:**

- Fall 1991 – Graduated from the University of Maryland with a Bachelor of Arts (Economics).
- Fall 1984 – Accepted to George Washington University under early entrance program.
- Spring 1982 – Selected for Johns Hopkins Study of Mathematically Precocious Youth. Qualification for study was limited to applicants scoring 700+ on the mathematics portion of the SAT before the age of 13.

**Tab C**

1005 Quince Lane  
Bel Air, MD 21014

(443) 794-4943  
[vandeverq@toad.net](mailto:vandeverq@toad.net)

## **CHRISTOPHER VAN DE VERG**

---

**Bars :** Admitted to **Maryland Bar**, December, 1996  
Admitted to **New York Bar**, August, 1999

**Technology Committee, Young Lawyers Section, Maryland State Bar Association**  
Chairman, 1999-00; Co-Chair, 1998-99

**Education:** **University of Maryland Law School, Baltimore, Maryland**  
Juris Doctor, May, 1996  
Environmental Law Moot Court Team (1994-96)  
ALI-ABA Environmental Law Conference Scholarship (1996)

**University of Virginia, Charlottesville, Virginia**  
B.A. with Distinction, History, May 1993

**Severn School, Severna Park, Maryland**  
Graduated, May, 1989

**Employment:** **CoreTel Communications, Annapolis, Maryland**  
General Counsel  
Counsel start up competitive local exchange carrier (CLEC) regarding telecommunications, Internet, commercial and corporate structuring issues. Specific responsibilities include: direct litigation against incumbent local exchange carrier (ILEC) pursuant to the Telecommunications Act of 1996; determine status of key telecommunications and Internet regulatory initiatives and report directly to company president; advocate telecommunications carrier applications before state commissions; negotiate interconnection agreements with incumbent local exchange carrier (ILEC); negotiate and draft telecommunications service agreements; manage work of outside corporate and telecommunications counsel; assist with development of business plan and investor relations. (September, 1998—present).

**Consulting to ToadNet Internet, Inc., Severna Park, Maryland**  
Counsel regional Internet service provider (ISP) regarding commercial agreements, employment agreements, employee incentive plans, corporate structuring, mergers and acquisitions, Internet, and sales and tax issues. Negotiate and draft Internet service agreements, web hosting agreements, and joint advertising and market development agreements. Negotiate terms and conditions of corporate transactions with prospective acquirers and acquirees. Design and assist with implementation of equity bonus plan for employees. (December, 1997—January, 1999).

**Waste Policy Institute, Arlington, Virginia**

Regulatory and Legislative Analyst

Provided regulated U.S. military agencies with focused and timely analysis of relevant federal and state environmental statutes, regulations, and guidance documents, as well as related case law and litigation. Supported development of agency-wide environmental policies regarding permitting and compliance, drinking water, hazardous waste site cleanup, environmental technology development, and pollution prevention. Designed and implemented World Wide Web-based environmental compliance materials for use by worldwide U.S. military client. (March, 1997—December, 1997).

**Rich & Henderson, P.C., Annapolis, Maryland**

Law Clerk

Research and drafting support for environmental litigation in Maryland and federal courts; environmental permitting and compliance issues before the Maryland Department of the Environment; and environmental due diligence efforts for corporate transactions. (March, 1996—February, 1997).

**U.S. Department of Justice, Aviation and Admiralty Section,  
Washington, D.C.**

Intern

Prepared research memoranda to support maritime environmental and natural resource litigation in federal courts. (Fall semester, 1995).

**Interests:**

Maryland history; Greek culture and language; hiking; tennis.

**Tab D**

Christopher N. Allan  
3034 Aberdeen Road  
Annapolis, MD 21403

## Professional Experience

July 2002 – Present

Operations Director, Core Communications, Inc.

Responsible for managing staff, equipment, and facilities required for the operation of Core's voice and data network. Position supervises 7 employees, including one facility manager, two senior network engineers, and four network engineers.

Duties include placing access service requests, circuit confirmation, and installation. Position is responsible for equipment specification, acquisition, and installation. Directs facility construction and maintenance as well as coordinating sub-contractors work. Conducts bi-weekly staff meetings to review service and maintenance issues. Coordinates response for power and communication failures. Position is responsible for the quality of service to customers through administration of service queue and the development of procedures.

March 1995 – June 2002

Deputy State Archivist, Maryland State Archives

Served as Deputy State Archivist with responsibility for the management of the Maryland State Archives. Directed the activities of 8 program managers, prepared annual budget requests, and supervised financial operations. Managed the operations of four facilities with responsibility for mechanical, electrical, telecommunications, and security systems. Developed the communications infrastructure of the government campus in Annapolis for internet access and communication. Principal program assignment was the development of the Electronic Archives now encompassing 130 TB of storage accessible via the Internet.

July 1985 – February 1995

Administrator, Maryland State Archives

Position was responsible for the financial and daily operations of the Archives. Directed the activities of 5 program managers. Managed the design and construction program for of the Hall of Records.

## Other

Director, Friends of the Maryland State Archives, Inc.

Board Member, Violence Hotline Center, Annapolis, Maryland

Publications and references are available upon request.

## **Tab E**



# Daniel Scott Smith

395 Ball Road  
St. Leonard, MD 20685  
410-495-7629  
[scott@coretel.net](mailto:scott@coretel.net)

## Daniel Scott Smith, Senior Network Engineer/Operations Manager, Core Communications, Inc.

Mr. Smith is responsible for system administration, network operations, and customer service for Core Communications with over 13 years of telecommunications experience.

## PROFESSIONAL EXPERIENCE

### Core Communications Inc.

*Senior Network Engineer/Operations Manager*

Annapolis, Maryland

December 2000 – Present

Mr. Smith provides senior level support to all subordinate personal within the Operations Division. Mr. Smith is responsible for all day-to-day operations for voice, internet, and data networks. Responsibilities include designing, engineering, testing, implementation, and maintaining voice, internet, and data communications. Mr. Smith also manages the Interconnection between ILEC's and Coretel's network with regards to all Interconnection Circuits, this includes the Capacity Management, implementation, testing, and management of problems with regards to interconnection issues. Mr. Smith also works with the ILEC's in troubleshooting Core Communications assigned phone numbers to ensure there correct routing to the various networks whether they be for voice or data purposes. Mr. Smith also oversees all LNP (Local Number Porting) with regards to porting numbers to Coretel's network to include the scheduling, and testing of numbers that get ported to Coretel's network's. Mr. Smith works with customers on network infrastructure changes to provide Internet connectivity to and from their equipment. Mr. Smith manages all new turnups of service for customers. Mr. Smith also manages Core's backbone network infrastructure for 15 facilities located in Maryland, Pennsylvania, New York, and the District of Columbia.

### DataTek Inc.

*Vice-President Data Services Division*

Edgewater, Maryland

August 2000 – December 2000

Mr. Smith provided Senior Executive Level support to subordinate personal. Mr. Smith was responsible for developing and maintaining work environments that promoted effective and efficient operations. Responsibilities included implementation of facilities/office management procedures and contracts, relocation coordination, ensured service delivery under maintenance and contracts. Mr. Smith acted as a liaison between DataTek business units, Sales, Design, and Operations to provide effective and efficient work environments. Mr. Smith assisted in the administration of network build-outs, product management, and sales engineering. Mr. Smith possessed the ability to read and comprehend construction drawings and design sketches to ensure all requirements were being met. Mr. Smith processed all product orders and coordinated delivery with all appropriate parties. Mr. Smith researched, negotiated, and closed business deals resulting in significant revenue opportunities for DataTek and aligned DataTek with key industry. Mr. Smith coordinated all aspects of business development relationships internally within DataTek to ensure the implementation of customer agreements were executed.

### Winstar, Inc.

*Technical Consultant/Applications Sales Engineer*

Washington, D.C. and Baltimore Maryland

October 1999 – August 2000

Mr. Smith was a key customer contact for customer technical support for all WinStar products (Voice, Data, Internet, and Wireless Service). Mr. Smith provided pre-sales expertise on complex applications. He was a project manager for customer implementation. Mr. Smith provided consultant services in selection of hardware for customer applications and systems. He reviewed customers' applications and technical requirements to ensure integrity of orders. Mr. Smith attended sales calls with account executives to act as technical advisor. Mr. Smith assisted in after hours trouble handling and customer escalations. Mr. Smith interfaced with customers,

vendors and operations staff to coordinate cutover dates and ensure timely installations. Mr. Smith was also a member of a Regional Technical Consultant Task force.

**netVest, Inc.**

*Senior LAN/WAN Engineer  
Network Operations Control Specialist  
Network/System Security Specialist*

Rockville, Maryland  
March 1998 – October 1999

While at NetVest, Mr. Smith was NetVest's Senior LAN/WAN Engineer and Windows NT Technical Specialist. Mr. Smith wrote numerous SOP's, and technical issues. Mr. Smith's second priority was to be their Network Operations Control Specialist. Mr. Smith traveled to many remote customer locations on planned and emergency basis to repair or replace defective equipment. The third priority was that of a Network/System Security Specialist. Mr. Smith handled any and all corporate security measures both internal and external.

**MSD Inc.**

*Technical Consultant*

Vienna, VA.  
January 1997 – March 1998

While at MSD Inc. Mr. Smith was a consultant to various government contracts with regards to Telecommunications infrastructures. Some of these include the IRS Headquarters and the Bureau of Labor and Statistics.

**District of Columbia Air National Guard**

*F-16 Crew Chief*

Andrews AFB, Maryland  
March 1992 – March 1998

**National Security Agency**

*Telecommunications Specialist*

Ft. Meade, Maryland  
July 1991 – February 1993

**Tab F**

12:25 PM

01/06/05

Accrual Basis

**CoreTel Florida, Inc.**  
**Profit & Loss**  
September 21 through December 31, 2004

	<u>Sep 21 - Dec 31, 04</u>
Net Income	<u>0.00</u>

10:52 AM  
01/06/05  
Accrual Basis

**CoreTel Florida, Inc.**  
**Balance Sheet**  
As of December 31, 2004

	<u>Dec 31, 04</u>
<b>ASSETS</b>	
Other Assets	
<b>Due To/From CoreTel Comm</b>	50.00
Total Other Assets	<u>50.00</u>
<b>TOTAL ASSETS</b>	<u><u>50.00</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
Equity	
<b>Common Stock</b>	50.00
Total Equity	<u>50.00</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>50.00</u></u>

10:54 AM

01/06/05

**CoreTel Florida, Inc.**  
**Account Listing**  
 12/31/04

Account	Type	Balance Total
Savings Account	Bank	0.00
Accounts Receivable	Accounts Receivable	0.00
Accounts Receivable AJE	Other Current Asset	0.00
Officer Advances	Other Current Asset	0.00
Reserve for Bad Debts	Other Current Asset	0.00
Undeposited Funds	Other Current Asset	0.00
Accumulated Depreciation	Fixed Asset	0.00
Accumulated Depreciation:Communications Equipment	Fixed Asset	0.00
Accumulated Depreciation:Computers & Peripherals	Fixed Asset	0.00
Accumulated Depreciation:Furniture & Fixtures	Fixed Asset	0.00
Accumulated Depreciation:Leasehold Improvements	Fixed Asset	0.00
Communications Equipment	Fixed Asset	0.00
Communications Equipment:Altoona	Fixed Asset	0.00
Communications Equipment:Baltimore-200E (formerly City)	Fixed Asset	0.00
Communications Equipment:Baltimore-Amtrak	Fixed Asset	0.00
Communications Equipment:Baltimore-Charles St	Fixed Asset	0.00
Communications Equipment:Damascus	Fixed Asset	0.00
Communications Equipment:District of Columbia-Amtrak	Fixed Asset	0.00
Communications Equipment:Easton	Fixed Asset	0.00
Communications Equipment:Harrisburg	Fixed Asset	0.00
Communications Equipment:Mt. Airy	Fixed Asset	0.00
Communications Equipment:New York-Amtrak	Fixed Asset	0.00
Communications Equipment:NOC (formerly Annapolis)	Fixed Asset	0.00
Communications Equipment:Philadelphia-401 N	Fixed Asset	0.00
Communications Equipment:Philadelphia-Amtrak	Fixed Asset	0.00
Communications Equipment:Philadelphia 2	Fixed Asset	0.00
Communications Equipment:Philladelphia 1	Fixed Asset	0.00
Communications Equipment:Pittsburgh	Fixed Asset	0.00
Communications Equipment:Salisbury	Fixed Asset	0.00
Communications Equipment:Wilkes-Barre	Fixed Asset	0.00
Computers & Peripherals	Fixed Asset	0.00
Computers & Peripherals:Baltimore City	Fixed Asset	0.00
Furniture & Fixtures	Fixed Asset	0.00
Leasehold Improvments	Fixed Asset	0.00
Accum. Amortization	Other Asset	0.00
Advance CoreTel Properties	Other Asset	0.00
Advance CoreTel Properties>Note Receivable - Acoustopia	Other Asset	0.00
Advance CoreTel Properties>Note Receivable - CoreTel Invst	Other Asset	0.00
Deposits	Other Asset	0.00
Due To/From CoreTel Comm	Other Asset	50.00
Licenses	Other Asset	0.00
Organization Costs	Other Asset	0.00
Accounts Payable	Accounts Payable	0.00
Covad Payable	Accounts Payable	0.00
Citi Card - MC	Credit Card	0.00
Citi Cards MC	Credit Card	0.00
Citi Mastercard	Credit Card	0.00
Accrued Expenses	Other Current Liability	0.00
Accrued Income Taxes	Other Current Liability	0.00
Accrued Salaries	Other Current Liability	0.00
Convertible Promissory Note	Other Current Liability	0.00
Current Portion of L/T Debt	Other Current Liability	0.00
Deferred Income Taxes	Other Current Liability	0.00
Due to - From Bret Mingo	Other Current Liability	0.00
Due To/From CoreTel America	Other Current Liability	0.00
Due To/From CoreTel DE	Other Current Liability	0.00
Due To/From CoreTel NY	Other Current Liability	0.00
Interest Payable	Other Current Liability	0.00
Karen Finnegan Loan	Other Current Liability	0.00
Note Payable - Covad	Other Current Liability	0.00
Old A/P	Other Current Liability	0.00
Payroll Liabilities	Other Current Liability	0.00
Payroll Tax Liability	Other Current Liability	0.00
Profit Sharing Plan Accrual	Other Current Liability	0.00
Sales Tax Payable	Other Current Liability	0.00
Lease Payable Arrow Capital 1	Long Term Liability	0.00
Lease Payable Arrow Capital 2	Long Term Liability	0.00
Lease Payable Arrow Capital 3	Long Term Liability	0.00

**CoreTel Florida, Inc.**  
**Account Listing**  
12/31/04

Account	Type	Balance Total
Lease Payable Arrow Capital 4	Long Term Liability	0.00
Lease Payable Arrow Capital 5	Long Term Liability	0.00
Capital Stock	Equity	0.00
Common Stock	Equity	50.00
Common Stock Class A	Equity	0.00
Common Stock Class B	Equity	0.00
Dividends Paid	Equity	0.00
Opening Bal Equity	Equity	0.00
Paid-in-Capital	Equity	0.00
Retained Earnings	Equity	0.00
Treasury Stock	Equity	0.00
Fees	Income	
Reciprocal Compensation	Income	
Reimbursed Expenses	Income	
Sales	Income	
Services	Income	
Sublease Rent	Income	
Depreciation of Comm equip	Cost of Goods Sold	
TELCO	Cost of Goods Sold	
Advertising	Expense	
Amortization Expense	Expense	
Automobile Expense	Expense	
Automobile Expense:Mileage	Expense	
Automobile Expense:Parking	Expense	
Automobile Expense:Taxi	Expense	
Automobile Expense:Tolls	Expense	
Bad Debt Expense	Expense	
Bank Service Charges	Expense	
Bank Service Charges:NSF Fees	Expense	
Bank Service Charges:Wire Fee	Expense	
Books & Publications	Expense	
Cash Discounts	Expense	
Communications Services	Expense	
Computer Expenses	Expense	
Computer Expenses:Domain Registration	Expense	
Computer Expenses:Web Development	Expense	
Consulting	Expense	
Continuing Education	Expense	
Contributions	Expense	
Contributions:Campaign	Expense	
Contributions:Charitable	Expense	
Cost of Sales	Expense	
Credit Card Fees	Expense	
Depreciation Expense	Expense	
Disability Insurance	Expense	
Dues and Subscriptions	Expense	
Dues and Subscriptions:Lobbying Registration	Expense	
Equipment Lease Expense	Expense	
Equipment Rental	Expense	
Freight	Expense	
Insurance	Expense	
Insurance:Bus Owners	Expense	
Insurance:Disability Insurance	Expense	
Insurance:Employee Benefits	Expense	
Interest Expense	Expense	
Interest Expense:Finance Charge	Expense	
Interest Expense:Loan Interest	Expense	
Interest Expense:Mortgage	Expense	
Investment Fee	Expense	
Late Fees	Expense	
Lease Payable Arrow Capital	Expense	
Licenses and Permits	Expense	
Management Fees	Expense	
Marketing Materials	Expense	
Materials/Supplies	Expense	
Meals and Entertainment	Expense	
Meals and Entertainment:Entertainment	Expense	
Meals and Entertainment:Meals	Expense	

**CoreTel Florida, Inc.**  
**Account Listing**  
 12/31/04

Account	Type	Balance Total
Medical - Reimbursed	Expense	
Meetings & Seminars	Expense	
Miscellaneous	Expense	
Office Expenses	Expense	
Office Supplies	Expense	
Payroll - Employees	Expense	
Payroll - Officers	Expense	
Payroll Expenses	Expense	
Payroll Services	Expense	
Payroll Taxes	Expense	
Payroll Taxes:Employee - Officer	Expense	
Payroll Taxes:Employee - Other	Expense	
Payroll Taxes:Employer FICA Match	Expense	
Payroll Taxes:Federal Unemployment	Expense	
Payroll Taxes:State Unemployment	Expense	
Payroll Taxes:State Withholding	Expense	
Penalties	Expense	
Postage and Delivery	Expense	
Printing and Reproduction	Expense	
Professional Development	Expense	
Professional Fees	Expense	
Professional Fees:Accounting	Expense	
Professional Fees:Legal Fees	Expense	
Profit Sharing Plan	Expense	
Recruiting	Expense	
Referral Fee	Expense	
Rent	Expense	
Repairs	Expense	
Repairs:Building Repairs	Expense	
Repairs:Computer Repairs	Expense	
Repairs:Equipment Repairs	Expense	
Repairs:Janitorial Exp	Expense	
Taxes	Expense	
Taxes:Federal	Expense	
Taxes:Franchise Tax	Expense	
Taxes:Local	Expense	
Taxes:Other	Expense	
Taxes:Other:Sales	Expense	
Taxes:Penalties	Expense	
Taxes:Property	Expense	
Taxes:State	Expense	
Taxes:State:Delaware	Expense	
Taxes:State:Maryland	Expense	
Taxes:State:Massachusetts	Expense	
Taxes:State:New Jersey	Expense	
Taxes:State:New York	Expense	
Taxes:State:Pennsylvania	Expense	
Telephone	Expense	
Trade Show	Expense	
Trade Show:Booth Rental	Expense	
Trade Show:Booth Vendors	Expense	
Trade Show:Marketing	Expense	
Trade Show:Travel-Accommodations	Expense	
Trade Show:Travel-Fare	Expense	
Travel	Expense	
Travel:Accommodations	Expense	
Travel:Fare	Expense	
Travel:Rental Car	Expense	
Travel & Ent	Expense	
Travel & Ent:Entertainment	Expense	
Travel & Ent:Meals	Expense	
Travel & Ent:Travel	Expense	
Uncategorized Expenses	Expense	
Utilities	Expense	
Utilities:Gas and Electric	Expense	
Utilities:Water	Expense	
Dividend Income	Other Income	
Interest Income	Other Income	



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**CoreTel Florida, Inc.**  
**Account Listing**  
12/31/04

Account	Type	Balance Total
Interest Income:CoreTel Investments	Other Income	
Other Income	Other Income	
Realized Gains on Securities	Other Income	
Unrealized Gains & Losses	Other Income	
Loss on Disposal of Assets	Other Expense	
Other Expenses	Other Expense	


## AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in the foregoing financial statements of CoreTel Florida, Inc.

### UTILITY OFFICIAL:

Bret Mingo

Print Name

  
Signature

CEO

Title

1/7/2005  
Date

(410) 216-9865

(410) 216-9867

Telephone No.

Fax No.

### Address:

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Annapolis, MD 21401