

Catherine Wang
Danielle C. Burt
Phone: (202) 373-6000
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July 31, 2006

By Overnight Mail

060530-TP

Bingham McCutchen LLP
Suite 300
3000 K Street NW
Washington, DC
20007-5116

Blanca S. Bayo
Commission Clerk and Administrator Services
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

202.424.7500
202.424.7647 fax

bingham.com

Re: Joint Petition of Cleartel Communications, Inc., Supra Telecommunications and Information Systems Acquisition Corp. and Supra Telecommunications and Information Systems, Inc. For Authority Necessary for the Transfer and Sale of Certain Assets, Including Certificates and Customers, and For Waiver of Rule 25-4.118

Boston
Hartford
London
Los Angeles
New York
Orange County
San Francisco
Silicon Valley
Tokyo
Walnut Creek
Washington


Dear Ms. Bayo:

Enclosed for filing with the Commission are an original and two (2) copies of the above-referenced Petition and Exhibits, including an application for assignment of existing certificates and application of New Supra to provide service. Also enclosed are checks for \$400.00 and \$250.00 to cover the requisite application fees. In addition, we have enclosed labels to be affixed to Old Supra's tariffs. These tariffs are being adopted by New Supra with only the name changed.

In addition, please note that the financial information attached as Exhibit B to the original copy of the petition is proprietary and confidential, and thus, is being submitted under seal. Petitioners respectfully request that the information be accorded confidential treatment and that it not be made a part of the public record or otherwise be made available for public disclosure. This information is provided in a sealed envelope attached only to the original copy of the petition.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope provided. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,


Catherine Wang
Danielle C. Burt

Counsel for Petitioners

BINGHAM McCUTCHEN

Fleet Maine, N.A.
South Portland, ME

52-153/112

CHECK NO.: 70011191

DATE: 07/14/06

VENDOR: 408786

2020 K STREET, NW
WASHINGTON, DC 20006-1806

\$400.00

PAY FOUR HUNDRED AND 00/100 DOLLARS

BINGHAM McCUTCHEN LLP

REDACTED

Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

TO
THE
ORDER
OF

By 

SEAL OF THIS DOCUMENT INCLUDES AN ARTIFICIAL WATERMARK. HOLD AT AN ANGLE TO VIEW.

BINGHAM McCUTCHEN LLP

2020 K STREET, NW
WASHINGTON, DC 20006-1806

VENDOR #:

408786

Florida Public Service Commission

DATE: 07/14/2006

CHECK NO.: 70011191

DATE	INVOICE NUMBER	VOUCHER NUMBER	AMOUNT	DISCOUNT	PAID
07-13-2006	FEE071306	581491	400.00	0.00	400.00
TOTAL:					400.00

FOR INQUIRIES REGARDING THIS CHECK, PLEASE CALL OUR ACCOUNTS PAYABLE DEPARTMENT AT 202-419-2203

BINGHAM McCUTCHEN

Fleet Maine, N.A.
South Portland, ME

52-153/112
CHECK NO.: 70011192

DATE: 07/14/06 VENDOR: 408786

2020 K STREET, NW
WASHINGTON, DC 20006-1806

\$250.00

PAY TWO HUNDRED FIFTY AND 00/100 DOLLARS

REDACTED

BINGHAM McCUTCHEN LLP

TO
THE
ORDER
OF

Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

By *B. [Signature]*

THE REVERSE SIDE OF THIS DOCUMENT INCLUDES AN ARTIFICIAL WATERMARK. HOLD AT AN ANGLE TO VIEW.

BINGHAM McCUTCHEN LLP

2020 K STREET, NW
WASHINGTON, DC 20006-1806

VENDOR #:

408786

Florida Public Service Commission

DATE: 07/14/2006
CHECK NO.: 70011192

DATE	INVOICE NUMBER	VOUCHER NUMBER	AMOUNT	DISCOUNT	PAID
07-13-2006	FEE071306	581498	250.00	0.00	250.00
				TOTAL:	250.00

**BEFORE THE
FLORIDA PUBLIC SERVICE COMMISSION**

Joint Petition of)
)
CLEARTEL COMMUNICATIONS, INC.,)
)
SUPRA TELECOMMUNICATIONS AND)
INFORMATIONS SYSTEMS ACQUISITION)
CORP. ("NEW SUPRA"))
)
and)
)
SUPRA TELECOMMUNICATIONS AND)
INFORMATION SYSTEMS, INC.)
)
for approval for name change and transfer of)
CLEC Certificate No. 4861 and)
Payphone Certificate No. 5922)
from Supra Telecommunications and Information)
Systems, Inc; for waiver of Rule 25-4.118, F.A.C.,)
local, local toll or toll provider selection)
in connection with the sale of customer base)
and other assets from Supra Telecommunications to)
New Supra; acknowledgement of)
registration of New Supra as intrastate)
interexchange telecommunications company)
_____)

Docket No. _____

Filed: _____, 2006

JOINT PETITION

I. INTRODUCTION

Cleartel Communications, Inc. ("Buyer"), Supra Telecommunications and Information Systems Acquisition Corp. ("New Supra"), and Supra Telecommunications and Information Systems, Inc. ("Old Supra") (together with Buyer and New Supra, "Petitioners"), pursuant to Sections 364.345 and 120.542, Florida Statutes, and Rules 25-24.815, 25-24.512, and 25-24.455(4), Florida Administrative Code, respectfully request such authority as may be necessary or required from the Florida Public Service Commission ("Commission") for New Supra (directly), and its owner Buyer, to acquire the assets of Old Supra identified in this

RECORDED NUMBER - DATE

06859 AUG-1 8

FPSC-COMMISSION CLERK

Petition, including Old Supra's Florida certifications, its customer base, and all other assets associated with its telecommunications services operations ("Assets"). Petitioners request expedited consideration of this Joint Petition, which includes a request for waiver of the Commission's rule on presubscribed carrier changes in connection with this transaction as set further in greater detail below.

Buyer, Old Supra and New Supra have entered into an Asset Purchase Agreement ("Agreement") whereby New Supra has agreed to purchase all of the Assets of Old Supra. As a result of the proposed transaction, Old Supra's Assets, including all of Old Supra's operations and customers, will be transferred and Old Supra's Florida certifications will be assigned to New Supra, a newly created, wholly-owned subsidiary of Buyer. Following that transaction, Old Supra will cease to provide service in Florida and current Florida customers of Old Supra will be served by New Supra.

Petitioners emphasize that although as a technical matter the proposed transactions will result in a transfer of customers from Old Supra to New Supra, immediately following the proposed transactions, those customers will continue to receive service under the same rates, terms, and conditions of service as the services those customers currently receive. Moreover, because New Supra will continue to provide service under the "Supra" brand name, using the same Supra facilities and Assets, the transition will be virtually transparent to consumers of Old Supra's services in Florida in terms of the services that those consumers receive.

As set forth below, New Supra – through Buyer – has both significant financial resources and substantial experience in owning and operating regulated telecommunications services. As a result, the proposed transactions are structured to ensure that existing Old Supra customers will continue to enjoy uninterrupted service, while allowing the Supra operations to obtain needed

financial resources. In light of the substantial benefits that the Petitioners expect from the proposed transactions, Petitioners seek expedited approval, to the extent necessary, to allow Petitioners to complete the proposed transactions as soon as possible.

In support of this Petition, Petitioners provide the following information:

II. DESCRIPTION OF PETITIONERS

A. **Supra Telecommunications Information Systems, Inc.**

Supra Telecommunications Information Systems, Inc. ("Old Supra") is a facilities-based national competitive local exchange carrier targeting the consumer market. Based in Miami, Florida, in 1997 Old Supra became one of the first companies in South Florida to provide residential and business customers a choice in the selection of their "local telephone company." Today, Old Supra is one of Florida's largest residential competitive local providers.

In addition to its operations in Florida, Old Supra is licensed in four states to provide intrastate local and long distance telecommunications services. Old Supra is also authorized by the Federal Communications Commission to provide competitive domestic and international telecommunications services. In Florida, Old Supra is authorized to provide (1) competitive local exchange telecommunications services pursuant to Certificate No. 4861 granted in Docket No. 970207-TX by Order No. PSC-97-0629-FOF-TX issued on May 30, 1997, and amended by Amendatory Order No. PSC-97-0629A-FOF-TX issued on October 15, 1998, (2) resold and facilities-based interexchange services pursuant to Certificate No. 4862 (Registration Number TI635) granted in Docket No. 970208-TI by Order No. PSC-97-0630-FOF-TI issued on May 30, 1997, and amended by Amendatory Order No. PSC-97-0630A-FOF-TX issued on October 15, 1998, and (3) pay telephone service pursuant to Certificate No. 5922 granted in Docket No. 980937-TC by Order No. PSC-98-1175-FOF-TC issued on August 31, 1998. Further

information concerning Old Supra and the services it provides have been previously submitted to the Commission, is publicly available, and is incorporated herein by reference.

B. Cleartel Communications, Inc./Supra Telecommunications and Information Systems Acquisition Corp.

Cleartel Communications, Inc. ("Buyer"), the owner of Supra Telecommunications and Information Systems Acquisition Corp. ("New Supra"), is a corporation formed under the laws of the State of Delaware with principal offices located at 2855 S. Congress Ave., Delray Beach FL 33445. Buyer is a leading provider of voice and data solutions serving customers in the Northeast, Southeast, Southwest and Midwestern United States, and Buyer has ample managerial, technical, and financial qualifications to own and control New Supra and to oversee the operations currently conducted by Old Supra. Management biographies for Buyer's management team are provided in Exhibit A, and Buyer's confidential financial statements are provided under seal as Exhibit B.

Buyer and New Supra are both wholly owned subsidiaries of MCG Capital Corporation ("MCG"), a publicly held financial services company (traded on the NASDAQ under the MCGC symbol), that provides financing and advisory services to a variety of small to mid-sized communications, information services, media and technology companies throughout the United States. MCG's management team has extensive telecommunications management experience from its continuing involvement in overseeing the regulated ownership of its subsidiaries. In Florida, MCG currently holds an indirect controlling interest in Cleartel Telecommunications, Inc. d/b/a NOW Communications, also d/b/a VeraNet Solutions ("Cleartel"), which is currently authorized to operate in Florida as a competitive local exchange carrier (TX717) and a reseller and facilities-based interexchange carrier (TJ777). In addition, MCG has previously held or currently holds interests in a number of telecommunications

companies, including BridgeCom International, Inc. (a switchless reseller (TJ538)), TruCom Corporation, Biznessonline.com, Inc., Metropolitan Telecommunications of Florida, Inc. (TX408/TJ573), and nii communications, Inc. (a switchless rebiller (TJ510) and competitive local exchange carrier (TX553)). Moreover, MCG has access to extensive financial resources. Additional information regarding MCG's management and financing can be found online at: <http://www.mcgcapital.com/> and is incorporated herein by reference.

III. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this Petition should be directed to the following.

For Buyer or New Supra:

Catherine Wang
Danielle Burt
Bingham McCutchen LLP
3000 K Street N.W.
Suite 300
Washington, DC 20007
(202) 373-6000 (Tel)
(202) 424-7647 (Fax)
catherine.wang@bingham.com (E-Mail)

For Old Supra to:

Marva Brown Johnson
1000 Legion Place
Suite 1650
Orlando, Florida 32801
(407) 447-9482 (Tel)
(407) 447-1965 (Fax)
Marva.Johnson@supratelecom.com (E-Mail)

IV. DESCRIPTION OF THE TRANSACTIONS

Petitioners propose to complete a series of transactions ("Transactions") through which New Supra, a wholly owned subsidiary of Buyer, will acquire all of the assets of Old Supra. New Supra is a recently created Delaware corporation with headquarters located at 2855 S. Congress

Ave., Delray Beach, FL 33445.¹ Buyer, New Supra and Old Supra have entered into an Asset Purchase Agreement (“Agreement”) dated July 24, 2006. Pursuant to that Agreement, New Supra will acquire all of the operations, customers, and other Assets of Old Supra. As a result of the proposed Transactions, New Supra will replace Old Supra as the service provider operating in Florida. An illustrative chart of the proposed Transactions is provided in Exhibit C. Subject to receipt of the required regulatory approvals, the Transactions are expected to close on September 9, 2006 (the “Closing Date”).

New Supra is well qualified to provide service in Florida. In connection with the proposed Transactions, New Supra will acquire all of the assets of Old Supra and will therefore own all of the assets and facilities currently used to provide service to customers in Florida. New Supra’s operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise. New Supra will continue to have access to the management team of Old Supra, which is highly experienced and has substantial technical and managerial expertise. New Supra will also have access to the highly qualified management team and substantial financial resources of Buyer.

In order to allow New Supra to continue to provide service following the proposed Transactions, Petitioners respectfully request that the Commission allow Old Supra to transfer its existing Florida authorization to New Supra with the same conditions as previously granted to Old Supra. In the event that the Commission determines that the Florida authorization granted to Old Supra cannot be transferred to New Supra, Petitioners respectfully request, in the alternative, that a second certification be granted to New Supra and that Old Supra certifications be cancelled effective as of the close of the proposed transaction. In support of

¹ Copies of the Articles of Incorporation of New Supra are provided in Exhibit D. A copy of New Supra’s authority to conduct business in Florida will be provided in a supplement.

that request, New Supra has attached an Application for Authority to Provide Competitive Local Exchange Services as Exhibit E, an Interexchange Registration as Exhibit F, and an Application for Authority to Provide Pay Telephone Service as Exhibit G.

V. **REQUEST FOR WAIVER**

Pursuant to Rule 25-4.118, Florida Administrative Code, a customer's presubscribed local exchange or interexchange telecommunications services provider shall not be changed without the customer's authorization. The carrier must either: (1) obtain a letter of agency from the customer requesting the change; (2) obtain confirmation from the subscriber via a customer-initiated call; or (3) utilize an independent third party to verify the subscriber's order. The requirements of Rule 25-4.118 are made applicable to local exchange and interexchange carriers through incorporation by reference in Rules 25-24.845 and 25-4.490, Florida Administrative Code, respectively. New Supra respectfully requests an expedited waiver of Rule 25-4.118 to allow Old Supra to transfer its customers to New Supra without New Supra obtaining individual authorization and verification from each customer.

Although as a technical matter Old Supra customers will be transferred from Old Supra to New Supra in connection with the proposed Transactions, Petitioners emphasize that the migration of the Supra customers from Old Supra to New Supra will be transparent to the customers. Affected Old Supra customers will be notified in writing of the transfer of their service to New Supra and of their rights under federal law pursuant to the applicable rule of the FCC.² New Supra will acquire the "Supra" name and will continue to provide service under the "Supra" brand following the Transactions. Furthermore, New Supra will adopt all of the tariffs (or make such other filings as may be necessary in compliance with the laws of Florida)

² 47 C.F.R. § 64.1120(e). A copy of the draft form of the customer notice letter which will be sent to such customers is provided in Exhibit H.

of Old Supra. The rates, terms and conditions of services to Old Supra's customers will not change as a result of the transfer. New Supra will file any future changes to rates, terms, and conditions as required by the Commission. As a result, the Transactions will be transparent to customers of Old Supra in terms of the services those customers receive.

The basis for granting a waiver for interexchange carriers is set forth in Rules 25-24.455(4), Florida Administrative Code. Under that rule, the Commission may consider whether the petition is in the public interest, whether market forces obviate the need for the provision in a particular instance, and whether reasonable alternative regulatory methods may service the same purpose.

The requirements for granting a waiver for competitive local exchange carriers are set forth in Section 120.542, Florida Statutes. Under this statutory section, a petitioner requesting a waiver of a Commission rule must demonstrate that the purpose of the underlying statute will otherwise be served if waiver of the rule is granted. The petitioner must also demonstrate that continued enforcement of the rule would result in substantial hardship for the petitioner or violate principles of fairness.

In the circumstance described in this Petition, it is in the public interest to waive the carrier selection requirements of Rule 24-4.118, Florida Administrative Code. Rule 25-4.118 does not prescribe any means of authorizing a carrier change that is necessitated by a mass migration of customers as part of an asset transfer. It would be unfair to hold New Supra to requirements that plainly do not address its particular situation and with which it cannot reasonably comply. Petitioners have provided for a seamless transition while ensuring that customers understand available choices with the least amount of disruption and confusion; thus, the requirements of the rule are satisfied. The customers will receive ample notice of the

transfer and have the opportunity not to participate. Petitioners believe that if prior authorization is required in this case, customers may fail to respond to a request for authorization, neglect to select another carrier, and thus lose their service.

Finally, enforcement of the requirements of Rule 25-4.118, Florida Administrative Code, will result in substantial hardship for the company. Obtaining individual authorizations from Old Supra's customers would be an extremely time-consuming, expensive, and inefficient manner of migrating customers. Further, as stated above, customers may fail to respond to a request for authorization, neglect to select another carrier, and thus lose their service. Enforcement of the requirement that a customer's provider not be changed without the customer's specific authorization would potentially subject New Supra to significant penalties if the affected customers filed slamming complaints and the company was ordered to show cause based on the customer's complaints.

The Commission has granted petitions for waiver in similar circumstances in several prior cases, including Order No. PSC-03-0252-PAA-TP (Mpower Communications Corp./Florida Digital Network, Inc.) in Docket No. 030080; Order No. PSC-01-0812-PAA-TP (Verizon Florida, Inc./Select Services Inc.) in Docket No. 010030-TP, Order No. PSC-00-1520-PAA-TI (PNG Telecommunications/Broadwing) in Docket No. 000764-TI, Order No. PSC-00-2198-PAA-TI (TTI National/Minimum Rate Pricing) in Docket No. 000825-TI, and Order No. PSC-00-2491-PAA-TI (Verizon) in Docket No. 001669-TI.

VI. PUBLIC INTEREST STATEMENT

The proposed Transactions described above will serve the public interest by ensuring that Supra customers enjoy continuity of high quality telecommunications service. As demonstrated above and more fully in the Exhibits below, New Supra has the technical, managerial and

financial resources required to ensure that New Supra can provide high quality services in Florida. New Supra is well-qualified to replace Old Supra as the service provider in Florida.

The proposed Transaction will not cause customer confusion. Because there will be no change in the “Supra” brand name and the rates, terms and conditions of service will not change as a result of the transfer, the proposed Transactions will be transparent to customers in Florida in terms of the services those customers receive. Indeed, New Supra proposes to adopt the same tariffs currently on file for Old Supra. In sum, the proposed Transactions will enhance the ability of Petitioners to provide high-quality telecommunications services in Florida. This will invigorate competition and thereby benefit consumers of telecommunications services in Florida.

Given the increasingly complex and competitive nature of telecommunications markets and for other corporate reasons, Petitioners seek to complete the proposed Transactions as soon as possible. Accordingly, Petitioners respectfully request that the Commission process, consider and approve this Petition as expeditiously as possible.

VI. CONCLUSION

For the reasons stated above, Petitioners respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Petition. Petitioners therefore respectfully request that the Commission consider and approve this Petition expeditiously to permit Petitioners to consummate the proposed Transactions as soon as possible.

Respectfully submitted,



Catherine Wang
Danielle Burt
BINGHAM MCCUTCHEN LLP
3000 K Street, N.W., Suite 300
Washington, DC 20007
(202) 373-6000 (Tel)
(202) 424-7645 (Fax)
catherine.wang@bingham.com (E-Mail)

Counsel for Buyer and New Supra

Marva Brown Johnson
1000 Legion Place
Suite 1650
Orlando, Florida 32801
(407) 447-9482 (Tel)
(407) 447-1965 (Fax)
Marva.Johnson@Supratelecom.com (E-Mail)

Counsel for Seller

Dated: July 31, 2006

List of Exhibits

- Exhibit A** - **Management Biographies**
- Exhibit B** - **Financial Information (*Filed Under Seal*)**
- Exhibit C** - **Illustrative Chart**
- Exhibit D** - **New Supra Corporate Documents**
- Exhibit E** - **Application of New Supra for Authority to Provide Competitive Local Exchange Service**
- Exhibit F** - **IXC Registration of New Supra**
- Exhibit G** - **Application for New Supra for Authority to Provide Pay Telephone Service**
- Exhibit H** - **Sample Customer Notice Letter**
- Verifications**

EXHIBIT A

Management Biographies

Cleartel Communications, Inc. Management

Kenneth G. Baritz, CEO & Chairman

Ken served as President and Director of Talk America, Inc. from March 2000 to June 2001. Prior to joining Talk, Ken served as Chairman and Chief Executive Officer of Access One from 1997 to 2000. Previous to Access One, Ken served as Chairman and Chief Executive Officer of AMNEX, Inc., a telecommunications company, and also was a Director of AMNEX from October 1992 through March 1997. Prior to his tenure at AMNEX, he served as a Vice President of Bear Stearns & Co., Inc., an investment-banking firm.

Jim Doherty, Chief Operating Officer

Jim previously served as Operations Manager for Talk America since 1999, where he was responsible for the day-to-day management of a 300 person customer care and provision facility. Prior to Talk/Access One, Jim held the position of Director of Technical Operations with AMNEX from 1995 to 1999. Prior to that role, Jim served as Branch Operations Manager for National Telephone from 1986 to 1994. Jim holds a degree in management.

Terie Hannay, Senior VP Fiscal Operations

Terie's background includes serving as Michigan Regional Vice President, Customer Care for Charter Communications responsible for sales and customer support for 600,000-customer base. While at Charter Communications, she consolidated 40 customer service sites into two sites running in a virtual environment as well as built a state of the art virtual call centers with over 400 employees. Prior to Charter Communications, Terie served as Divisional Vice President Telecom Services at American Network Exchange (AMNEX) with responsibility for financial operations, call center operations, provisioning, customer care, MIS and Human Resources.

Steve Roberts, Senior VP Sales & Marketing

Steve has an extensive background in senior sales management in the telecommunications industry. From 1999 to 2001, he was Executive Vice President of Sales and General Manager of CAIS Internet. Previously he was Executive Vice President of Sales for American Network Exchange and held the position of President of Cleartel Communications, a subsidiary of CGX Communications. Steve has also worked for VeriSign, EF Hutton, Ameritech Mobile Communications and Telemarketing Communications Inc., in highly visible sales and marketing roles.

Don Zyck, VP Finance

Since 1985, Don has been involved in the financial operations of public and private companies across numerous industries, including telecommunications, with responsibility for leading the functions of Accounting, Risk Management, Cash Management, Financial Planning and Analysis, Treasury, Bank Relations, Internal Audit and M&A. Most recently, Don served as the Senior Vice President and Acting CFO for Universal Access, Inc., a \$120 million publicly traded telecommunications carrier. Previously, Don served as Senior Vice President of Finance with Mesirow Financial and Treasurer and Controller with Cargill Investor Services, Inc. Don holds a BS in Finance.

J. W. Braukman, CFO

Jay joined Cleartel in March 2006 as Chief Financial Officer. Mr. Braukman is a Senior Financial and Operations Executive with 23 years of experience at General Electric. After leaving General Electric, Mr. Braukman served as Chief Financial Officer of Rhythms NetConnections and as both Chief Operating Officer and Chief Financial Officer for ITC Deltacom. Mr. Braukman came to Cleartel from the position of Chief Financial Officer with Chiquita Brands International Inc.

David Rodrigue, VP Customer Service

Dave has worked 14 years in telecommunications management positions. From 1997-2000, Dave served as Vice President, Customer Care for OmniCall, joining Access One upon the acquisition of OmniCall. Prior to Access One/OmniCall, he worked for MCI in a number of operational positions.

EXHIBIT B

Financial Information

Confidential—Filed Under Seal

New Supra has access to the financing and capital necessary to provide telecommunications services and to maintain the provision of such services in the State of Florida. New Supra will rely upon the available assets of Cleartel Communications, Inc. ("Buyer") for the necessary financial support. Buyer's financial statements are confidential and proprietary and not part of the public record in any jurisdiction. Accordingly, Buyer's financial statements are being filed under seal with a request that they be accorded confidential treatment by the Commission and its Staff. The statements are offered solely to demonstrate New Supra's financial capability to operate as a telecommunications service provider in the State of Florida.

EXHIBIT C

Illustrative Chart

Illustrative Chart

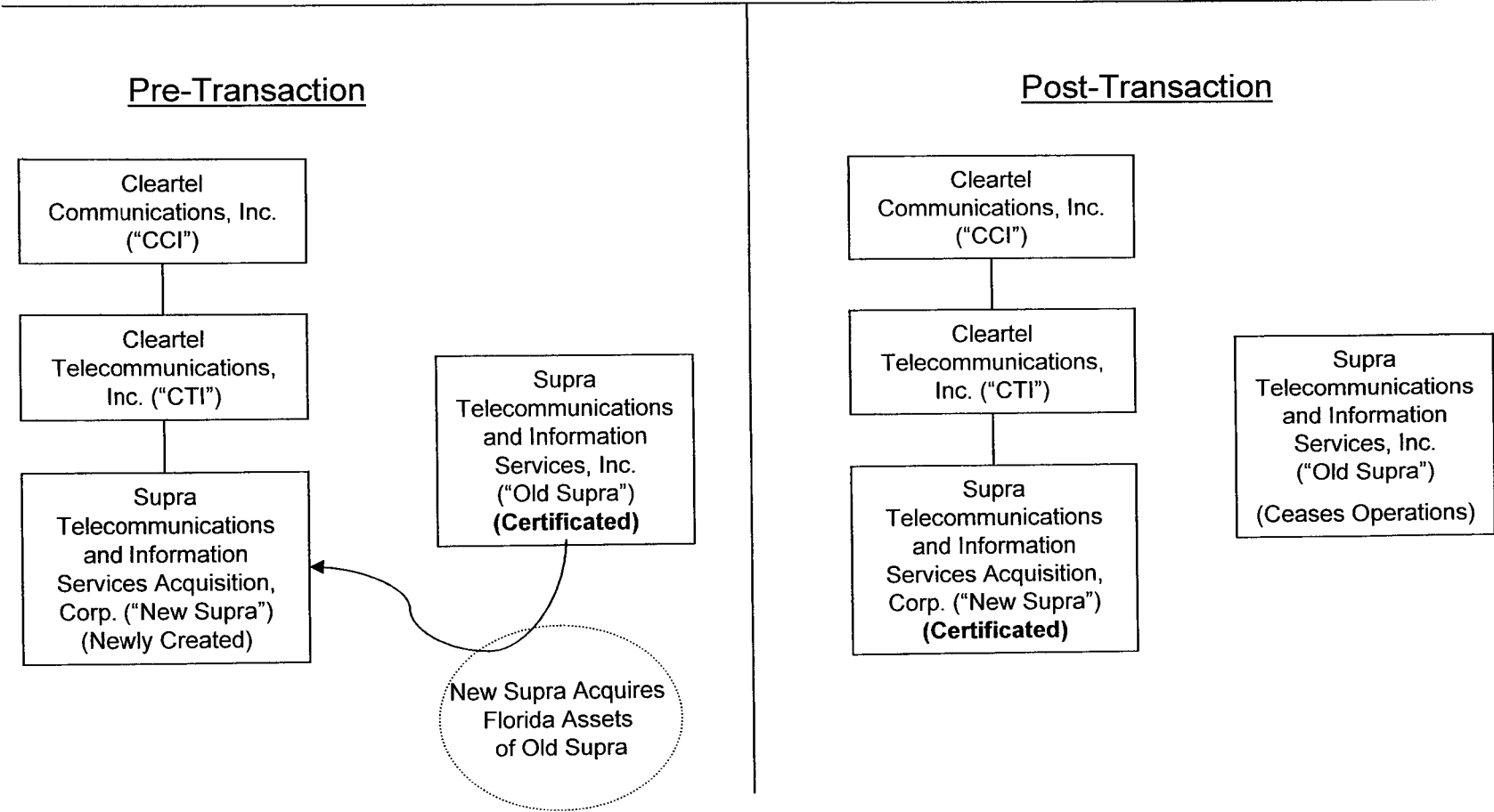


EXHIBIT D

New Supra Corporate Documents

CERTIFICATE OF INCORPORATION
OF
SUPRA TELECOMMUNICATIONS AND INFORMATION SYSTEMS
ACQUISITION CORP.

* * * * *

ARTICLE I.

The name of the corporation (the "Corporation") is: **SUPRA TELECOMMUNICATIONS AND INFORMATION SYSTEMS ACQUISITION CORP.**

ARTICLE II.

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE III.

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV.

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, each of which shall have a par value of ONE CENT (\$0.01) per share.

ARTICLE V.

The name and mailing address of the Incorporator is as follows:

Ameesha N. Patel
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019-6099

ARTICLE VI.

In furtherance and not in limitation of the powers conferred by statute, the by-laws of the Corporation may be made, altered, amended or repealed by the stockholders or by a majority of the entire board of directors of the Corporation (the "Board").

ARTICLE VII.

Elections of directors need not be by written ballot, unless the by-laws of the corporation so provide.

ARTICLE VIII.

(a) The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Delaware any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) Expenses incurred in defending a civil or criminal action, suit or proceeding shall (in the case of any action, suit or proceeding against a director of the Corporation) or may (in the case of any action, suit or proceeding against an officer, trustee, employee or agent) be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board upon receipt of an undertaking by or on behalf of the indemnified

person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article VIII.

(d) The indemnification and other rights set forth in this Article VIII shall not be exclusive of any provisions with respect thereto in the by-laws of the Corporation or any other contract or agreement between the Corporation and any officer, director, employee or agent of the Corporation.

(e) Neither the amendment nor repeal of this Article VIII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII in respect of any matter occurring before such amendment, repeal or adoption of an inconsistent provision or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to receive expenses pursuant to this Article VIII if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

(f) No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director:

- (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders;
- (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) under Section 174 of the General Corporation Law of the State of Delaware; or
- (iv) for any transaction from which the director derived an improper personal benefit.

If the General Corporation Law of the State of Delaware is amended after July 10, 2006 to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

THE UNDERSIGNED, being the Incorporator hereinbefore named, for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Delaware makes this Certificate, hereby declaring and certifying that this is her act and deed and the facts herein stated are true and, accordingly, has hereunto set her hand this 10th day of July, 2006.

/s/ Ameesha N. Patel

Ameesha N. Patel

Sole Incorporator

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SUPRA TELECOMMUNICATIONS AND INFORMATION SYSTEMS
ACQUISITION CORP.

Pursuant to § 241 and 245 of the General Corporation Law of the State of Delaware

The undersigned, being the sole incorporator of Supra Telecommunications and Information Systems Acquisition Corp. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies on behalf of the Company and not in her individual capacity, for the purpose of amending the Corporation's Certificate of Incorporation (the "Certificate"), as follows:

FIRST: The Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 10, 2006.

SECOND: The Corporation has not received any payment for any of its stock.

THIRD: In accordance with Sections 241, 103 and 245 of the DGCL, the Corporation's Certificate shall be amended by deleting Articles I through VIII of the Certificate in their entirety and inserting in lieu thereof the following:

FIRST: The name of the Corporation is Supra Telecommunications and Information Systems Acquisition Corp. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 1100 shares of which:

1000 shares, par value \$0.01 per share, shall be shares of common stock (the "Common Stock"); and

100 shares, par value \$0.01 per share, shall be shares of preferred stock (the "Preferred Stock").

A. Common Stock.

(1) Dividends. The holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property, or in shares of Common Stock.

(2) Voting Rights. At every annual or special meeting of stockholders of the Corporation, every holder of Common Stock shall be entitled to one vote, in person or by proxy, for each share of Common Stock standing in his name on the books of the Corporation.

(3) Liquidation, Dissolution, or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, if any, the holders of all outstanding shares of Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation.

B. Preferred Stock. The Board of Directors is authorized, subject to limitations prescribed by law, to provide by resolution or resolutions for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each such series, and to fix the voting powers (if any), designations, powers,

preferences, and relative, participating optional or other rights, if any, of the shares of each such series, and any qualifications, limitations or restrictions thereof. Irrespective of the provisions of Section 242(b)(2) of the DGCL, the number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation entitled to vote, without the separate vote of the holders of the Preferred Stock as a class.

FIFTH: The name and mailing address of the Incorporator is as follows: Ameesha N. Patel, Willkie Farr & Gallagher, LLP, 787 Seventh Avenue, New York, NY, 10019.

SIXTH: The Board of Directors is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation.

SEVENTH: Elections of directors need not be by written ballot unless the by-laws of the Corporation shall otherwise provide.

EIGHTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware as so amended. Any repeal or modification of this Article EIGHTH by the stockholders of the

Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: Samuel G. Rubinstein, 1100 Wilson Blvd., Suite 3000, Arlington, VA 22209, is appointed as sole director of the Corporation until his successor is appointed in accordance with the by-laws of the Corporation or the Delaware General Corporation Law.

TENTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.”

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of July, 2006 and I affirm that the foregoing certificate is my act and deed and that the facts stated therein are true.

/s/ Ameesha N. Patel
Ameesha N. Patel, Sole Incorporator

EXHIBIT E

**Application of New Supra for Authority to Provide
Competitive Local Exchange Service**

FLORIDA PUBLIC SERVICE COMMISSION
DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT
APPLICATION FORM
for
AUTHORITY TO PROVIDE COMPETITIVE LOCAL EXCHANGE
TELECOMMUNICATIONS COMPANY SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. 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 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and two (2) copies of this form along with a non-refundable application fee of **\$400.00** to:

Florida Public Service Commission
Division of the Commission Clerk and Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

- E. A filing fee of **\$400.00** is required for the sale, assignment or transfer of an existing certificate to another company (Chapter 25-24.815, F.A.C.).
- F. If you have questions about completing the form, contact:

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

1. This is an application for (check one):
- Original certificate** (new company).
 - Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.
 - Approval of assignment of existing certificate:** Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

2. Name of company: **Supra Telecommunications and Information Systems Acquisition Corp.**

3. Name under which the applicant will do business (fictitious name, etc.): **Not applicable.**

4. Official mailing address:

Street/Post Office Box: **2855 S. Congress Ave.**
 City: **Delray Beach**
 State: **Florida**
 Zip: **33445**

5. Florida address:

Street/Post Office Box: **2855 S. Congress Ave.**
 City: **Delray Beach**
 State: **Florida**
 Zip: **33445**

6. Structure of organization:

- Individual Corporation
- Foreign Corporation Foreign Partnership
- General Partnership Limited Partnership
- Other

7. **If individual**, provide: **Not applicable**

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

8. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: **Not Applicable**

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: **Information will be provided in a supplement.**

10. **If using fictitious name-d/b/a**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is: **Not Applicable**

11. **If a limited liability partnership**, provide proof of registration to operate in Florida. The Florida Secretary of State registration number is: **Not Applicable**

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement. **Not Applicable**

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is: **Not Applicable**

14. Provide **F.E.I. Number** (if applicable): **20-5278127**

15. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: **Catherine Wang**
Title: **Counsel to Supra Telecommunications and Information Systems Acquisition Corp.**
Street/Post Office Box: **Bingham McCutchen, LLP
3000 K Street, N.W., Suite 300**
City: **Washington**
State: **D.C.**
Zip: **20007**
Telephone No.: **(202) 373-6000**
Fax No.: **(202) 424-7647**
E-Mail Address: **catherine.wang@bingham.com**

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

Name: **Kenneth Baritz**
Title: **CEO and President**
Street/Post Office Box: **2855 S. Congress Ave.**
City: **Delray Beach**
State: **Florida**
Zip: **33445**
Telephone No.: **(561) 454-5060**
Fax No.: **(866) 419-1583**
E-Mail Address: **kenbaritz@yahoo.com**

(c) Complaints/Inquiries from customers:

Name: **Marti Johnson**
Title: **Director of Customer Care**
Street/Post Office Box: **2855 S. Congress Ave.**
City: **Delray Beach**
State: **Florida**
Zip: **33445**
Telephone No.: **(561) 454-5019**
Fax No.: **(561) 272-5553**
E-Mail Address: **mjohnson@cleartel.com**

16. List the states in which the applicant:

- (a) has operated as a Competitive Local Exchange Telecommunications Company.

None.

- (b) has applications pending to be certificated as a Competitive Local Exchange Telecommunications Company.

None.

- (c) is certificated to operate as a Competitive Local Exchange Telecommunications Company.

None.

- (d) has been denied authority to operate as a Competitive Local Exchange 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.

17. 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, provide explanation. **None.**

(b) granted or denied a competitive local exchange certificate in the State of Florida (this includes active and canceled competitive local exchange certificates). If yes, provide explanation and list the certificate holder and certificate number. **None.**

(c) an offer, director, partner or stockholder in any other Florida certificated or registered telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not. **None.**

18. **Submit the following:**

(a) Managerial capability: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

Please see Exhibit A to the Petition.

(b) Technical capability: 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 A to the Petition.

(c) Financial capability: applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements 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.

As a newly formed company, Applicant does not have audited or unaudited financial statements. Applicant, therefore, provides the confidential financial statements of its parent company, Cleartel Communications, Inc., which are being filed under seal as Exhibit B to the Petition.

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of competitive local exchange telecommunications company (CLEC) service in Florida.

APPLICANT ACKNOWLEDGEMENT: 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.**"

Company Owner or Officer

Print Name: Kenneth Baritz
Title: CEO
Telephone No.: 561 454 5060
E-Mail Address: kenbaritz@yahoo.com

Signature: 

Date: 7-25-06

CERTIFICATE SALE, TRANSFER,
OR
ASSIGNMENT STATEMENT

As current holder of Florida Public Service Commission Certificate Number 4861, I have reviewed this application and join in the petitioner's request for a

- () sale
 - () transfer
 - () assignment
- of the certificate.

Company Owner or Officer

Print Name:	Marva Brown Johnson
Title:	General Counsel
Street/Post Office Box:	1000 Legion Place, Suite 1650, Orlando, Florida, 32801
City:	Orlando
State:	Florida
Zip:	32801
Telephone No.:	407-447-9482
Fax No.:	407-447-1965
E-Mail Address:	marva.johnson@supratelecom.com

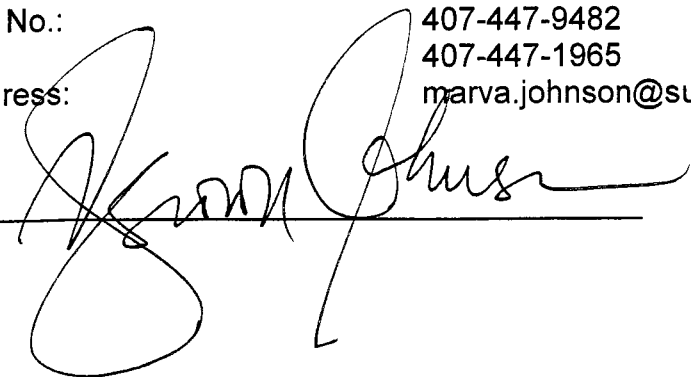
Signature:  Date: 1/13/2006

EXHIBIT F

IXC Registration of New Supra

IXC REGISTRATION FORM

Company Name **Supra Telecommunications and Information Systems Acquisition Corp.**

Florida Secretary of State Registration No. Information to be provided in a supplement.

Fictitious Name(s) as filed at Fla. Sec. of State None

Company Mailing Name **Supra Telecommunications and Information Systems Acquisition Corp.**

Mailing Address **2855 S. Congress Ave.
Delray Beach, FL 33445**

Web Address www.clearartel.com

E-mail Address _____

Physical Address 2855 S. Congress Ave.
Delray Beach, FL 33445

Company Liaison **Kenneth Baritz**

Title **CEO and President**

Phone **(561) 454-5060**

Fax **(866) 419-1583**

E-mail address **kenbaritz@yahoo.com**

Consumer Liaison **Marti Johnson**

Title **Director of Customer Care**

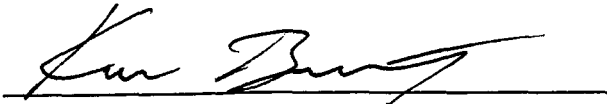
Address **2855 S. Congress Ave., Delray Beach, FL 33445**

Phone **(561) 454-5019**

Fax **(561) 272-5553**

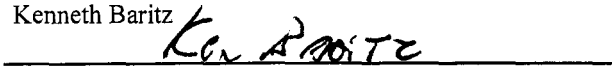
E-mail address mjohnson@clearartel.com

My company's tariff as required in Section 364.04, Florida Statutes, is enclosed with this form. I understand that my company must notify the Commission of any changes to the above information pursuant to Section 364.02, Florida Statutes. My company will owe Regulatory Assessment Fees for each year or partial year my registration is active pursuant to Section 364.336, Florida Statutes. My company will comply with Section 364.603, Florida Statutes, concerning carrier selection requirements, and Section 364.604, Florida Statutes, concerning billing practices.

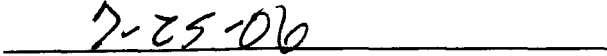


Signature of Company Representative

Kenneth Baritz



Printed/Typed Name of Representative



Date

Effective: 07/15/2003

EXHIBIT G

**Application of New Supra for Authority to Provide
Pay Telephone Service**

FLORIDA PUBLIC SERVICE COMMISSION
DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT
APPLICATION FORM
for
AUTHORITY TO PROVIDE PAY TELEPHONE SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. 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 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and two (2) 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

- E. A filing fee of **\$250.00** is required for the sale, assignment or transfer of an existing certificate to another company (Chapter 25-24.815, F.A.C.).
- F. If you have questions about completing the form, contact:

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

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

2. Name of company: **Supra Telecommunications and Information Systems Acquisition Corp.**

3. Name under which the applicant will do business (fictitious name, etc.): **Not applicable.**

4. Official mailing address:

Street/Post Office Box: **2855 S. Congress Ave.**
 City: **Delray Beach**
 State: **Florida**
 Zip: **33445**

5. Florida address:

Street/Post Office Box: **2855 S. Congress Ave.**
 City: **Delray Beach**
 State: **Florida**
 Zip: **33445**

6. Structure of organization:

- Individual Corporation
- Foreign Corporation Foreign Partnership
- General Partnership Limited Partnership
- Other

7. **If individual**, provide: **Not applicable**

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

8. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: **Not Applicable**

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: **Information will be provided in a supplement.**

10. **If using fictitious name-d/b/a**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is: **Not Applicable**

11. **If a limited liability partnership**, provide proof of registration to operate in Florida. The Florida Secretary of State registration number is: **Not Applicable**

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement. **Not Applicable**

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is: **Not Applicable**

14. Provide **F.E.I. Number** (if applicable): **20-5278127**

15. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: **Catherine Wang**
Title: **Counsel to Supra Telecommunications and Information Systems Acquisition Corp.**
Street/Post Office Box: **Bingham McCutchen, LLP
3000 K Street, N.W., Suite 300**
City: **Washington**
State: **D.C.**
Zip: **20007**
Telephone No.: **(202) 373-6000**
Fax No.: **(202) 424-7647**
E-Mail Address: **catherine.wang@bingham.com**

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

Name: **Kenneth Baritz**
Title: **CEO and President**
Street/Post Office Box: **2855 S. Congress Ave.**
City: **Delray Beach**
State: **Florida**
Zip: **33445**
Telephone No.: **(561) 454-5060**
Fax No.: **(866) 419-1583**
E-Mail Address: **kenbaritz@yahoo.com**

(c) Complaints/Inquiries from customers:

Name: **Marti Johnson**
Title: **Director of Customer Care**
Street/Post Office Box: **2855 S. Congress Ave.**
City: **Delray Beach**
State: **Florida**
Zip: **33445**
Telephone No.: **(561) 454-5019**
Fax No.: **(561) 272-5553**
E-Mail Address: **mjohnson@cleartel.com**

16. List the states in which the applicant:

(a) has operated as a Pay Telephone Service provider.

None.

(b) has applications pending to be certificated as a Pay Telephone Service provider.

None.

(c) is certificated to operate as a Pay Telephone Service provider.

None.

(d) has been denied authority to operate as a Pay Telephone Service provider 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.

17. 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, provide explanation.

None.

(b) granted or denied a competitive local exchange certificate in the State of Florida (this includes active and canceled competitive local exchange certificates). If yes, provide explanation and list the certificate holder and certificate number.

None.

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

None.

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

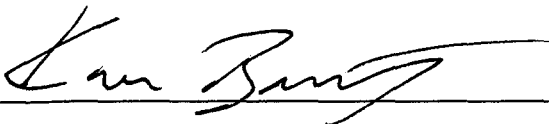
RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of pay telephone service (PATS) service in Florida.

APPLICANT ACKNOWLEDGEMENT: 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.**"

Company Owner or Officer

Print Name: Kenneth Baritz
Title: CEO
Telephone No.: 561 454 5060
E-Mail Address: kenbaritz@yahoo.com

Signature: 

Date: 7.25.06

CERTIFICATE SALE, TRANSFER,
OR
ASSIGNMENT STATEMENT

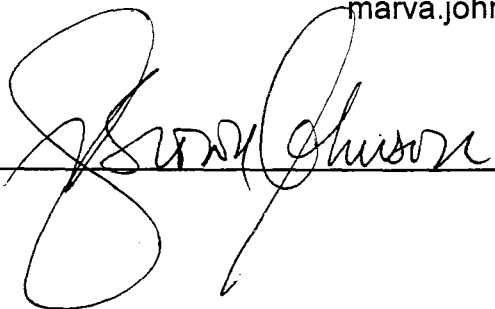
As current holder of Florida Public Service Commission Certificate Number 5922, I have reviewed this application and join in the petitioner's request for a

- () sale
() transfer
() assignment
of the certificate.

Company Owner or Officer

Print Name:	Marva Brown Johnson
Title:	General Counsel
Street/Post Office Box:	1000 Legion Place, Suite 1650, Orlando, Florida, 32801
City:	Orlando
State:	Florida
Zip:	32801
Telephone No.:	407-447-9482
Fax No.:	407-447-1965
E-Mail Address:	marva.johnson@supratelecom.com

Signature: _____



Date: _____

7/13/2006

EXHIBIT H

Sample Customer Notice Letter

DRAFT FL Notice

Dear Valued Supra Telecom Customers,

We are pleased to announce an asset purchase agreement between Supra Telecommunications Information Systems, Inc. ("Legacy Company") and Supra Telecommunications and Information Systems Acquisition Corp., a Cleartel Communications company ("New Supra"). Cleartel Communications is a national Competitive Local Exchange Carrier, headquartered in South Florida. New Supra is positioned to be "Florida's telephone company" servicing over 200,000 lines in Florida. Our mission is to provide exceptional value through superior customer support and advanced services. In the very near future, New Supra will announce plans for high speed broadband service from your home, VOIP applications, and a video solution for home users.

New Supra is expected to become your service provider on or about [INSERT] 2006. As of this transfer date, New Supra will automatically become your service provider for any services you currently receive from the Legacy Company, including local and long distance telephone service, unless you select another provider before [30 days prior to transfer date] (the "cutoff date"). **You need not do anything to continue service with the New Supra, the transfer will be transparent to all customers.** There will not be any charges associated with the transfer to New Supra. If you select another provider, you may incur additional charges. You always have the right to select another provider if you wish to do so or otherwise disconnect your services, subject to the terms of your contract(s) with the Legacy Company, if any. If you have a preferred carrier "freeze" on any of the services being transferred, the freeze will be lifted before the transfer. In order to reinstate a preferred carrier freeze, you must contact your local service provider (which would be New Supra if you receive local services from Legacy Company) after the transfer.

New Supra is excited to have the opportunity to provide you with dependable, affordable communications services. Payments, customer records, or deposits for services that were previously provided to the Legacy Company will remain the same with the New Supra.

It's also important for you to know:

- The services you have paid for will not be impacted as a result of this agreement.
- Your existing rates and charges will not be changed as a result of this transaction.
- You will still pay for/renew your services in the same way you do today.

It has been the pleasure of Supra Telecommunications Information Systems, Inc. to provide you with quality local and/or long distance services and we emphasize that you will be treated as a valued customer of New Supra. Until the actual transfer date, the Legacy Company will continue to be responsible for addressing all customer service and billing issues. If you have any questions about this notice or problems with your current service, please call Legacy Company at 1-877-499-1388. To ensure a seamless transition of service, please note that New Supra intends to keep that same number after the transition.

Sincerely,

Supra Telecommunications
Information Systems, Inc.

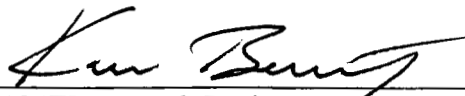
Supra Telecommunications and
Information Systems Acquisition Corp.

VERIFICATION

STATE OF)

COUNTY OF)

I, Kenneth Baritz, declare under penalty of perjury that I am CEO of Supra Telecommunications and Information Systems Acquisition Corp., a Petitioner in the subject proceeding; that I am authorized to make this verification on the Petitioner's behalf; that I have read the foregoing Petition and know the contents thereof; and that the same are true of my own knowledge, except as to the matter which are therein stated on information or belief, and as to those matters I believe them to be true.



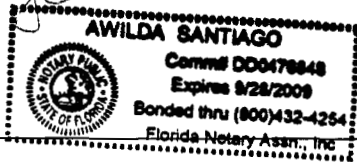
[NAME] Kenneth Baritz
[TITLE] CEO
[COMPANY] Supra Telecommunications
and Information Systems Acquisition Corp.

Subscribed and sworn to before me
this 25th day of July, 2006.

Awilda Santiago

Notary Public

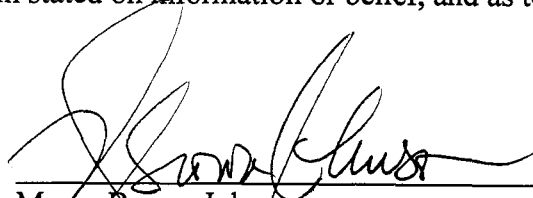
My Commission Expires: _____



VERIFICATION

STATE OF District of Columbia)
COUNTY OF _____)

I, Marva Brown Johnson, declare under penalty of perjury that I am General Counsel of Supra Telecommunications and Information Systems, Inc., a Petitioner in the subject proceeding; that I am authorized to make this verification on the Petitioner's behalf; that I have read the foregoing Petition and know the contents thereof; and that the same are true of my own knowledge, except as to the matter which are therein stated on information or belief, and as to those matters I believe them to be true.



Marva Brown Johnson
General Counsel
Supra Telecommunications and Information
Systems, Inc.

Subscribed and sworn to before me
this 13th day of July, 2006.



Notary Public

**CLARA J. BROOKS
NOTARY PUBLIC
DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES MAY 14, 2009**

My Commission Expires: _____