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MURRAY E. BEVAN
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October 23, 2013

Via Certified Mail, R.R.R.

Ms. Ann Cole, Clerk
Office of the Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

RECEIVED-FPSC
13 OCT 29 AM 9:58
COMMISSION
CLERK

**Re: *Barr Tell USA, Inc. Application For Authority
To Provide Telecommunications Company Service***

Dear Ms. Cole:

On behalf of Barr Tell USA, Inc. ("Barr Tell"), enclosed please find a check in the amount of \$500.00, and one (1) original and (1) copy of Barr Tell's Application for Authority to Provide Telecommunications Company Service. The contents of this application include:

- Application Form for Authority to Provide Telecommunications Company Service Within the State of Florida
- Certificate of Authority to Transact Business in the State of Florida as a Foreign Corporation
- Certificate of Incorporation in New York
- Application Attachments

Barr Tell is pleased to offer its services to customers in Florida. Please do not hesitate to contact us should you need additional information.

Check recipient's address for accuracy. If you are sending to a business, please include the business name. If you are sending to a person, please include the person's name. If you are sending to a government agency, please include the agency name. If you are sending to a government agency, please include the agency name.

Enclosures

Very truly yours,

Murray E. Bevan

COM
AFD
APA
ECO
ENG
GCL
DM
TEL
CLK
1 Copy N/A

FLORIDA PUBLIC SERVICE COMMISSION

OFFICE OF TELECOMMUNICATIONS

APPLICATION FORM FOR AUTHORITY TO PROVIDE 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 transfer of an existing certificate. In the case of a transfer, the information provided shall be for the 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 one copy of this form along with a non-refundable application fee of **\$500.00** to:

**Florida Public Service Commission
Office of Commission Clerk
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770**

- E. A filing fee of **\$500.00** is required for the transfer of an existing certificate to another company.
- F. If you have questions about completing the form, contact:

**Florida Public Service Commission
Office of Telecommunications
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 rather than apply for a new certificate.

2. Name of company: Barr Tell USA, Inc.

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

Barr Tell USA, Inc.

4. Official mailing address:

Street/Post Office Box: 218 East Park Avenue, Suite 522

City: Long Beach

State: NY

Zip: 11561

5. Florida address:

Street/Post Office Box: N/A

City:

State:

Zip:

6. Structure of organization:

- Individual
- Foreign Corporation
- General Partnership
- Other, please specify:

- Corporation
- Foreign Partnership
- Limited Partnership

If individual, provide:

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

7. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:
8. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: F12000001859
9. **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:
10. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:
11. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

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

12. **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:

13. Provide **F.E.I. Number**: : 11-341-5400

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

(a) The application:

Name: Elizabeth M. McKeever, Esq.
Title: Attorney
Street Name & Number: 222 Mount Airy Road
Post Office Box: Suite 200
City: Basking Ridge
State: NJ
Zip: 07920
Telephone No.: 908-753-8300
Fax No.: 908-753-8301
E-Mail Address: emckeeper@bmgzlaw.com
Website Address: www.bmgzlaw.com

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

Name: Yisrael Spitz
Title: Chief Executive Officer
Street Name & Number: 218 East Park Ave
Post Office Box: Suite 522
City: Long Beach
State: NY
Zip: 11561
Telephone No.: 201-809-7770
Fax No.: 201-809-7771
E-Mail Address: yes@barrtell.com
Website Address: www.barrtellusa.com

(c) Where will you officially designate as your place of publicly publishing your schedule (a/k/a tariffs or price lists)?

- Florida Public Service Commission
- Website – *Website address*:
- Other – *Please provide address*:

15. List the states in which the applicant:

(a) has operated as a telecommunications company.

New York, New Jersey

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

N/A

(c) is certificated to operate as a telecommunications company.

New York, New Jersey

(d) has been denied authority to operate as a telecommunications company and the circumstances involved.

N/A

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

N/A

(f) has been involved in civil court proceedings with another telecommunications entity, and the circumstances involved.

N/A

16. Have any of the officers, directors, or any of the ten largest stockholders previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Yes No

If yes, provide explanation.

(b) granted or denied a certificate in the State of Florida (this includes active and canceled certificates). Yes No

If yes, provide explanation and list the certificate holder and certificate number.

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. Yes No

If yes, give name of company and relationship. If no longer associated with company, give reason why not.

17. Submit the following:

(a) **Managerial capability:** resumes of employees/officers of the company that would indicate sufficient managerial experiences of each. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume.

(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 explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume.

(c) **Financial Capability:** applicant's audited financial statements for the most recent three (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: *It is the applicant's burden to demonstrate that it possesses adequate managerial capability, technical capability, and financial capability. Additional supporting information can be supplied at the discretion of the applicant.*

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 telecommunications company 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 telecommunications 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.**"

I understand that any false statements can result in being denied a certificate of authority in Florida.

COMPANY OWNER OR OFFICER

Print Name: Harold Barr
Title: President
Telephone No.: (212-226-4420 x 1018
E-Mail Address: hb@barrtell.com

Signature: _____



Date: Oct 22, 2013

CERTIFICATE TRANSFER

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

COMPANY OWNER OR OFFICER

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

Signature: _____ Date: _____

Exhibit A

Proof of Authority to Operate in Florida

State of Florida



Department of State

I certify from the records of this office that BARR TELL USA, INC., is a corporation organized under the laws of New York, authorized to transact business in the State of Florida, qualified on May 1, 2012.

The document number of this corporation is F12000001859.

I further certify that said corporation has paid all fees due this office through December 31, 2012, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code, 712A00013233-050212-F12000001859-1/1, noted below.

Authentication Code: 712A00013233-050212-F12000001859-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Second day of May, 2012



Ken Detzner
Ken Detzner
Secretary of State



May 2, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BARR TELL USA, INC.
218 EAST PARK AVE, SUITE 522
LONG BEACH, NJ 11561

Qualification documents for BARR TELL USA, INC. were filed on May 1, 2012 and assigned document number F12000001859. Please refer to this number whenever corresponding with this office.

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

The certification you requested is enclosed. This document was electronically received and filed under FAX audit number H12000121039.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Please notify this office if the corporate address changes.

Should you have any questions regarding this matter, please contact this office at (850) 245-6052.

Pamela Smith
Regulatory Specialist II
New Filing Section
Division of Corporations

Letter Number: 712A00013233

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Barr Tell USA, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc.," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)

4. January 9, 1998 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 218 East Park Ave, Suite 522 Long Beach, NJ 11561 (Principal office address)

218 East Park Ave, Suite 522 Long Beach, NJ 11561 (Current mailing address)

8. Telecommunications (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporate Creations Network Inc.

Office Address: 11380 Prosperity Farms Road #221E

Palm Beach Gardens, Florida 33410 (City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Valerie Hawk-Donohue, Special Secretary (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

H12000121039

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

A. DIRECTORS

Chairman: Yisrael Spitz

Address: 218 East Park Ave, Suite 522

Long Beach NJ 11561

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Harold Barr

Address: 218 East Park Ave, Suite 522

Long Beach NJ 11561

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Valerie Hawk-Donohue
(Signature of Director or Officer listed in number 12 of the application)

14. Harold Barr, President by Valerie Hawk-Donohue as atty-in-fact
(Typed or printed name and capacity of person signing application)

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of BARR TELL USA, INC. was filed on 01/09/1998, under the name of BARR BELL OF NY, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation. I further certify the following:

A certificate changing name to BARR BELL USA, INC. was filed on 02/04/1998.

A certificate changing name to BARR TELL USA, INC. was filed on 03/10/1999.

A Biennial Statement was filed 07/17/2000.

A Biennial Statement was filed 12/20/2001.

A Biennial Statement was filed 01/05/2006.

It was dissolved by proclamation of the Secretary of State published on 07/29/2009 pursuant to the Tax Law.

Such dissolution proceedings were annulled and the existence of the corporation revived, reinstated and continued by a certificate duly filed in this Department 12/03/2009 pursuant to the Tax Law.

A Biennial Statement was filed 02/09/2010.

A Certificate of Amendment was filed on 05/16/2011.

A Biennial Statement was filed 02/17/2012.

I further certify that no other documents have been filed by such corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 30th day of April
two thousand and twelve.*

Daniel Shapiro
First Deputy Secretary of State

Exhibit B

Managerial Capability

General Manager / VP – Chief Operations Officer**Process Development / Product Launch / CRM / Negotiations / QA / Supplier & Customer Relations
/ Cost Control / Pricing / Purchasing / Systems Analysis & Planning**

Management by objectives and a results oriented executive, strategic allocation of capital resources to systems and processes directly addressing effective and efficient operations in support of revenue growth and instilling customer confidence in diverse, highly competitive and fast-paced telephony and communication environments. Utilized technical, business and leadership skills to identify critical staff and technical issues, implement effective solutions for tough problems for startups and established industry leaders. Directly responsible for establishing the tone and setting of strategic goals, while leading the development, deployment, support and delivery in revenue generating communications infrastructure and facility operations. Abilities in setting and implementing long term vision to achieve EBITDA goals within overall product portfolios. Served as product champion by educating managers on opportunities and risks associated with all forms of telephony and communication applications focusing on the strategic allocation of capital expenditures to achieve 'best practice' solutions.

- **Negotiated the sale of hundreds of thousands of dollars in telephony equipment and IP hardware, providing \$1M in capital to allow commercialization of business.**
- **Streamlined the soft switch installation process by cutting installation time 70%.**
- **Created total Customer Care program for joint venture partnerships and franchise client, enabling firm to retain \$4M VC funding.**
- **Drove software development project, generating \$10M in monthly revenue and 50 million in monthly minutes in the switching network.**

Special Skills: Strategic and tactical thinker/planner... Solid analytical, communicative and interpersonal skills... Establishing new policies and procedures... Building cohesive, cross-functional teams... Cultivate talent, instill value, and create a passion to be successful... Develop effective short and long-term technical, business, and operational strategies:

- ❖ **Scalability and Performance:** strategic allocation of capital resources into scalable, high-performance management solutions that can support a critical mass of customers – quickly and cost effectively;
- ❖ **Modularity:** initiate and direct projects supporting open modular solutions that provide a common operating environment to facilitate automation and service neutrality prior to the time when modularity was fully recognized;
- ❖ **End to End Management Visibility:** Implement management solutions that provide an end-to-end view of the customer's experience to ensure superior service levels;
- ❖ **Rapid Time-to-Market:** Direct and monitor time-critical projects on time and within budget constraints, while managing vendors to achieve agility and flexibility – quickly and confidently rolling out new services;
- ❖ **Aligning Investments and Cost Efficiency:** Provide visibility into investments from idea creation to launch; improve quality and speed of decision making with comprehensive views into project resource utilization and costs.

Technical Skills: Telephony: SBC(Session Border Controllers), IAD (Integrated Access Devices), Soft Clients, Lawful Intercept Telecom Licenses, Test Tools, Soft Switch Design and Deployment, Protocols - SIP, MPLS, MGCP, H323, SS7, ISDN. **Hardware:** IBM, SUN, CISCO, INTEL, AMD, EMC, NMS, Media Gateways, Telecom and Networking Platforms **Communications Carriers:** AT&T, Verizon, Sprint, Global Crossing, XO, Level 3, and many second and third tier carriers, bandwidth and peering partners. In addition, dealt with every major PTT and Carrier in Western Europe.

University of Akron, Akron, Ohio course work 1964 & 1965; **New Jersey Institute of Technology for Mechanical Engineering** (formerly Newark College of Engineering) for Mechanical Engineering 1965-1969.

Selected Achievements

Negotiated the sale of leading edge telephony platform equipment, providing initial seed funding and capital to allow the commercialization of business. Cactus Communications wanted to commercialize, but lacked sufficient resources. Identified major roadblocks to commercialization and recommended prudent solutions. Sold Intellectual Property, enabling Cactus to meet its new business goals and commercialize the VoIP platform.

Streamlined the Soft Switch installation process at 60 Hudson Street for several Colo Central clients, cutting installation time 70%. Client CTO sought advice on strategic direction for product application development. Defined the Soft Switch connectivity and configuration issues, features and functions. Automated the bundling of components, significantly reducing installation time and improved ROI and margins for client organizations.

Created total Customer Care program for wholesale/retail franchiser, enabling firm to retain \$4M VC funding. Consulting client, needed a comprehensive customer care program to maintain needed funding. Recommended a viable organizational structure and required resources. Identified support application. Developed a program to manage, monitor and evaluate customer inquiries, satisfying VC that critical area of business was meeting its standards.

Staffed and provided technical support for several Excel TDM Switching platforms in a multi-client business model for Colo Central at 60 Hudson Street. The facilities and infrastructure support package generated annual revenue of \$2.5M in facility leases and \$1M in technical support contracts. Engaged and led the team in a joint software development venture that designed and implemented telephony software applications to manage and monitor network devices, leading to significant performance enhancements and new revenue opportunities.

Career Summary

President: Barr Tell USA, Inc.-June 2010-Present, Started the corporation, Barr Tell, while working for telx (see below) in Jan 1998 so that I could be paid as an Independent Telecom Consultant in my Title of Director of Carrier Sales. In 2003, I filed a Petition in New York State for a Certificate of Public Utility and Convenience to provide the resale of telecommunications services (wholesale). This business did not do well and became dormant until early 2010, when I was planning to retire. I then decided to upgrade the NY State filing to a Certified CLEC and provide retail services rather than resell the wholesale arbitrage of voice traffic to other Carriers.

CTO: SurfXpress, L.L.C., 470 Vanderbilt Ave., Brooklyn, NY 2007 – June 2010 (Semi Retired). In 2007 on a quest to expand Colo Network Corporation, I acquired an existing business that specialized in Web Hosting along with my associate where each of us owned 50%. I was the Chief Technology Officer and ran this business on a day to day basis along with Colo Network. This business differentiated itself from Colo Network offering shared web hosting as well as dedicated servers for web hosting using both the Windows OS and Linux Operating Systems and front end Control Panels. This business focused on Data Services rather than Voice.

CEO and CTO: Colo Network Corporation, 470 Vanderbilt Ave., Brooklyn, NY 2004 – June 2010 (Semi Retired). Continued the operation of the Colo Central Corporation, after downsizing, restructuring and moving the telecom infrastructure operations to Brooklyn, while changing the name of the company. Re-established the company's ability to upgrade and integrate voice, video and data utilizing the newer technologies such as Metro Ethernet and VOIP, while assisting to eliminating TDM connectivity and switching port fees with Carriers. As an infrastructure company we also focused on co-location services of small servers and platforms for independent and small carriers.

CEO and General Manager: Colo Central, 60 Hudson Street, NYC – 1999 - 2004. Launched a start up to provide infrastructure facilities and technical support to a middle market client base comprised of domestic Small Medium Business (SMB) and International SMBs providing a commercial presence in the domestic market. Colo Central provided Project Management, technical/customer care support services; also business and professional services relative to local, state and federal compliance with telecommunication regulatory law, license and policy. Successfully planned and implemented innovative offerings focused on providing switching services especially for enhanced featured telephony applications such as prepaid phone cards and IVR related apps. Colo Central provided and hosted a private branded platform and management services establishing and supporting an affinity/ethnic market for prepaid calling card products. Colo is short for Co-Location.

Director of Carrier Sales: Telx, 60 Hudson Street, NYC – 1997 – 1999. As a core member of the management team in creating policy and execution of the strategic plan, resulted in the successful and profitable launch of the company. Directly responsible for the successful deployment of the TDM switching platform leading to a profitable distribution of several pre-paid calling card product lines generating over 50 million minutes/month and yielding approximately \$10 million in revenue annually. Responsible for contract negotiation and overall business development with Telecom Carriers with buying and selling, as well as issuing Contracts for Customers for Co-location, Switch Partitioning and Switch Processing. In the process of introducing Carrier/Vendors to the company its focus changed into a neutral co-location facility from operating switching platforms. It is now one of the largest co-location companies in the United States.

Director of Sales & Marketing: DigiTec 2000 formerly Promo Tel, 8 West 38th Street, NYC – 1995 – 1997. After the acquisition of Direct Dial International, I immediately assumed the sales and marketing responsibilities continuing with the business development of distribution and sales channels. DigiTec was a publicly traded company on the Bulletin Board (Sym: DGTT) pink sheets, therefore, Direct Dial International, a distribution and marketing company of prepaid phone cards provided instantaneous revenue and market share of the prepaid phone card business within the Tri-State New York region. The company was owned 20% by Walter Franks, head of the Tec Group in Jackson, MS. DigiTec continued the distribution of the prepaid phone card called the "Travel Card" until its demise. Afterward, I was directly responsible for negotiating a deal with the CFO of WorldCom in Jackson, MS to use their logo and continue with the brand of Prepaid cards called, the "F/X" Card. Through this CFO our company was set up with Patrick Jones of Premier Telecom in Atlanta to use his switching platform. I was also responsible for coordinating trade shows and doing Exhibitions at numerous major conferences, seminars and shows in addition to building up our market share.

Founder and owner: Direct Dial International, 34 West 37th. Street, NYC – 05/1994 – 10/1995 Direct Dial International was established as an entrepreneurial venture with a single signed contract from Richard Yellin, the President of Cable & Wireless to be the exclusive distributor in the tri-state area (New York, New Jersey & Connecticut) of their new phone card called, "Asia Direct" aimed at the Asian market. Direct Dial also succeeded in capturing dominate market share of the calling card business and distribution channel in New York of a competitive brand calling card, "The Travel Phone Card". The company was acquired by DigiTec.

Regional Distribution Manager: Cleartel Communications, Washington, DC 10/1993 – 7/1994

Developed the Tri-State retail market and distribution network for a line of pre-paid phone cards operating under the brand “Telefare”. Directly responsible for developing the retail distribution network in the Tri-State region with over 200 retail store locations, segmented into ethnic markets and generating a monthly revenue of approximately \$25,000 in both the domestic and international markets for a new industry. The channel for pre-paid calling cards was dynamic and rapidly changing requiring constant innovative changes to the distribution model, which Cleartel refused to, enter fearing margin erosion and profitability issues.

Regional Distribution Manager: Amerivox, California Company 11/1992 – 10/1993. Amerivox was one of the first MLM companies to enter the pre-paid calling card market. Their business model of multi-level marketing shifted the risk in marketing to the distribution channel requiring commitment and resale to the retail channel. Their approach in 1992 to the prepaid phone card was pioneering a brand through an MLM distribution channel long before it was fashionable. As Regional Distribution Manager and independent agent, I developed the Tri-State distribution channel in conjunction with many others. The MLM business model proved to be the wrong approach with insufficient margin to support the overall distribution channel with a service base product, and the consumer had little protection in the overall relationship. These two issues proved insurmountable for Amerivox and the company vacated the market after one year.

Exhibit C

Technical Capability

Yisrael Spitz

266 Broadway Suite 602 • Brooklyn, NY 11211 • (347) 782-2428 • yes@barrtell.com

Objective To help increase the profitability of a company by contributing with real life experience and concrete knowledge of how Telecom technology needs to be deployed and maintained. My commitment to excellence enables me to implant the highest level of QOS, and customer satisfaction in every project I take. Excellent organizational skills, and ability to solve difficult problems and get the job done. Ability to design and manage a project, and to accomplish the projected task with maximum efficiency, according to the most demanding specifications.

Qualifications

- Designed, implemented and supported PBX and Telephone Switches. Experience includes hands-on deployment, vendor negotiations, customer pre-sales meetings, system design, and project and crew management.
- Very comfortable with troubleshooting and analyzing various media signaling protocols, including SS7, Frame Relay, H323, SIP, RTP and IAX.
- Excellent ability to troubleshoot problems related to the QOS of voice transmission. Excellent knowledge of the SIP debugging and handshaking process.
- Extensive use of network troubleshooting tools such as WireShark and PingPlotter.
- Integrated T1 PRI, BRI and ISDN circuits with multiple PBX and Key systems.
- Very familiar with setting up multiple port cards for Asterisk. This includes Sangoma and Zaptel cards.
- Designed and implemented Virtual PBX hosting services
- Installed and terminated CAT 3, CAT 5, burial and aerial cable
- Experience in developing client/server software applications, as well as comfortable with designing and installing Microsoft SQL and MySQL based systems
- Experience in Linux, including installing, writing and compiling modules in ANSI C. Additionally, experienced in network configuration, firewall settings, and remote access.
- Development of IP based PBX platforms and custom telephony applications based on Asterisk and other open source frameworks.
- Worked with various telephony equipment, including Sonus, Cisco, Quintum, Audiocodes, Sitara, Nuera, Digium Wildcard X100P and TDM400P interface cards, Sangoma Wanpipe, and other Telephony products.
- Expert in writing web based telephony software. Applied web based interfacing to the PBXs installed.

Accomplishments

- Designed and implemented a Click-to-Call-Me website. Features include PC-to-Phone, Phone-to-Phone and PC-to-PC calls.
- Designed and implemented audio-conferencing systems.

- Founded & Managed an internet telephony provisioning company. Work included contracting carriers and selecting providers. Also, made available to customers services such as DIDs and Toll-free numbering, carrier re-assignment and least cost routing. Work also included managing VOIP accounts, and billing. Clients included small to mid sized Businesses, call centers.
- Wrote a call accounting systems for hotels and phone kiosks administration.
- Designed PBX Telephone systems and Connections that helped small businesses grow and follow their sales while also saving extra costs and largely improved their day to day Business performance.

Career Highlights

Telebroad – New York, NY

2006 to Present

President

As president and CTO of Telebroad for six years, successfully designed and completed the deployment of various products and services. Ability to locate market necessities and to create innovative solutions. Directed this start-up company in the major basic aspects of telecom industry, such as software and technology development, billing, sales and marketing.

SOS Telecom. – New York City

2003 to 2006

Owner: Bernard Lefkowitz Tel: 718-871-3539

Director of Information Technologies

Special Projects

2009 – Long Distance Provider.

Introduced long-distance phone service to international call providers. Service provision included colocation services, billing software, development of web-based account management, and servicing of VOIP equipment. Excellent negotiation skills obtained best long distance rates, and excellent hardware purchase agreements.

Skills

Hardware/VOIP/Networking Infrastructure:

- Working knowledge of the public telephone system
- Telecommunication equipment configuration and programming, such as Muxes, Satellite Modems, DSU CSUs, Channel Banks. ADTRAN DSUs, NEWBRIDGE 3624 & 3630
- Worked with various IP telephony equipment, including Sonus, Cisco routers, Quintum, Audiocodes, Sitara, Nuera, Digium Wildcard X100P and TDM400P interface cards, Sangoma Wanpipe, and other Telephony products.
- Working knowledge of Cisco IOS for router configuration
- DHCP, DNS / Bind, Sendmail, Syslog, and SNMP

- SS7, SIP, H323, IAX
- Basic knowledge of ATM switching

Software:

- PHP, MySQL, Microsoft SQL
- ANSI C, C++, Visual Basic 6
- Linux, Unix, Cisco IOS, Windows, Apple.

Other:

- Fully Bilingual: English, German, Yiddish & Hebrew
-
-

Education

2002 – Mesifita College of Stamford Hill, London - Bachelor Degree of Computer Science, Aggregate degree in International Studies.

References

All references furnished upon request.

Exhibit D

Financial Capability

Albert Haft, C.P.A.

3393 Long Beach Road
Occanside, New York 11572
Tel: (516) 536-1001
Fax (516) 536-0454
alberthaft@gmail.com

Barr Tell USA Inc.
Income Statement
For the Seven Months Ended July 31, 2013

| | | |
|--------------------|---------------|-----------------|
| Sales | \$110,936 | |
| Cost of Goods Sold | <u>93,917</u> | |
| Gross Profit | | \$17,019 |
| <u>Expenses</u> | | |
| Consulting | 4,572 | |
| Bank Charges | 549 | |
| Taxes | <u>529</u> | |
| Total Expenses | | <u>5,650</u> |
| Net Income | | <u>\$11,369</u> |