

Kott Enterprises, Inc.

Telecom Tariff Consultants

PO Box 14062, Ft. Lauderdale, Florida 33302
Tel: (954) 764-5093 Fax: (954) 764-0840

Cynthia D. Kott, President
Alison Kacurov, Administrative Assistant

April 9, 1998

DEPOSIT

DATE

D 7 7 7

MAY 18 1998

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

980663-TI

RECEIVED
FLORIDA PUBLIC
SERVICE COMMISSION
MAIL ROOM
98 MAY 18 AM 9 30

RE: Airnex Communications, Inc.

Dear Sir / Madam:

Enclosed please find an original and six (6) copies of the Application to Provide Interexchange Telecommunications Service within the State of Florida and Tariff on behalf of the above referenced long distance reseller.

You will also find enclosed, ACI's check made payable to the Florida Public Service Commission in the amount of \$250.00 to cover the filing fee costs.

Any inquiries regarding this application and its contents may be directed to the undersigned.

For purposes of verification of receipt I have enclosed an additional copy of this transmittal letter as well as a SASE. Please date stamp and return to me.

I look forward to working with you on behalf of my client.

Respectfully,


Alison Kacurov

AK:ak
encl.

DOCUMENT NUMBER-DATE

05525 MAY 18 98

FPSC-RECORDS/REPORTING

**** FLORIDA PUBLIC SERVICE COMMISSION ***

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

APPLICATION FORM
for
AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS
SERVICE WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Appendix A).
- B. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Communications
Bureau of Service Evaluation
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6600**

- E. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

**Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6251**

DOCUMENT NUMBER - DATE

05525 MAY 18 88

FPSC-RECORDS/REPORTING

1. Select what type of business your company will be conducting (check all that apply):

Facilities based carrier – company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.

Operator Service Provider – company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.

Reseller – company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.

Switchless Rebiller – company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.

Multi-Location Discount Aggregator – company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers. Then offers the resold service by enrolling unaffiliated customers.

Prepaid Debit Card Provider – any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

2. This is an application for (check one):

Original Authority (New Company).

Approval of Transfer (To another certificated company).

Approval of Assignment of existing certificate (To an uncertificated company).

Approval for transfer of control (To another certificated company).

3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:

Airnex Communications, Inc.

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

AIRNEX COMMUNICATIONS, INC.

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

**3000 Executive Pkwy, Suite 111
San Ramon, CA 94583**

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

**3000 Executive Pkwy, Suite 111
San Ramon, CA 94583**

7. Structure of organization;

- | | |
|--|---|
| <input type="checkbox"/> Individual | <input checked="" type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Other, _____ | |

8. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners.

(a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.169 FS), if applicable.

(b) Indicate if the individual or any of the partners have previously been:

N/A- Applicant is a Florida Corporation

(1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. **NO**

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

9. If incorporated, please give:

(a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: F98000000857

(b) Name and address of the company's Florida registered agent.
National Registered Agents, Inc.
1130 K Street
Sacramento, CA 95814

(c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable.

Fictitious name registration number: _____

(d) Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

- (1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. **NO**
- (2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not. **NO**

10. Who will serve as liaison with the Commission in regard to (please give, name, title, address and telephone number):

(a) The application: **Cynthia D. Kott**
Regulatory Consultant
PO Box 14062
Ft. Lauderdale, FL 33301
(954) 764-5093

(c) Official Point of contact for the ongoing operations of the company;

Shige Yamaji
(510) 327-0400

(d) Tariff;

Cynthia D. Kott
Regulatory Consultant
PO Box 14062
Ft. Lauderdale, FL 33301
(954) 764-5093

(e) Complaints / Inquiries from customers;

Diane Stanton
(800) 801-5780

11. List the states in which the applicant:

- (a) Has operated as an interexchange carrier.
NONE
- (b) Has applications pending to be certified as an interexchange carrier.
NONE
- (c) Is certified to operate as an interexchange carrier.
NONE
- (d) Has been denied authority to operate as an interexchange carrier 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

12. What services will the applicant offer to other certificated telephone companies:

- Facilities. Operators.
- Billing and Collection. Sales.
- Maintenance.
- Other: **NONE**

13. Do you have a marketing program?

Services sold through independent agents.

14. Will your marketing program:

- Pay commission?
- Offer sales franchises?
- Offer multi-level sales incentives?
- Offer other sales incentives?

15. Explain any of the offers checked in question 14 (To whom, what amount, type of franchise, etc.)

Commissions will be paid per standard industry commission structure to all agents for Airnex Communications, Inc.

16. Who will receive the bills for your service (Check all that apply)?

- | | |
|--|---|
| <input checked="" type="checkbox"/> Residential customers. | <input checked="" type="checkbox"/> Business customers. |
| <input type="checkbox"/> PATS providers. | <input type="checkbox"/> PATS station end-users. |
| <input type="checkbox"/> Hotels & motels. | <input type="checkbox"/> Hotel & motel guests. |
| <input type="checkbox"/> Universities. | <input type="checkbox"/> Univ. dormitory residents. |
| <input type="checkbox"/> Other: (specify) _____. | |

17. Please provide the following (if applicable):

- (a) Will the name of your company appear on the bill for your services, and if not who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?
Yes, Questions concerning bill will be received directly by company's customer service department.
- (b) Name and address of the firm who will bill for your service.
Direct Bill / LEC agreements where available.

18. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide interexchange telecommunications service in Florida.

A. Financial capability.

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements for the most recent 3 years, including:

1. the balance sheet
2. income statement
3. statement of retained earnings.

Further, a written explanation, which can include supporting documentation, regarding the following should be provided to show financial capability.

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.

3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

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.

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statement, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.

B. Managerial capability. See management backgrounds.

C. Technical capability. Company is a reseller – Network provided by underlying carrier.

19. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed).
See attached.

20. The applicant will provide the following interexchange carrier services (Check all that apply):

MTS with distance sensitive per minute rates

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

MTS with route specific rates per minute

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access 800

MTS with statewide flat rates per minute (i.e. not distance sensitive)

Method of access if FGA

Method of access is FGB

Method of access id FGD

Method of access is 800

MTS for pay telephone service providers

Block-of-time calling plan (Reach out Florida, Ring America, etc.).

800 Service (Toll free)

WATS type service (Bulk or volume discount)

Method of access is via dedicated facilities

Method of access is via switched facilities

Private Line services (Channel Services)
(For ex. 1.544 mbs., DS-3, etc.)

Travel Service

Method of access is 950

Method of access is 800

900 service

Operator Services

Available to presubscribed customers

Available to non presubscribed customers (for example to patrons of hotels, students in universities, patients in hospitals).

Available to inmates

Services included are:

Station assistance

Person to Person assistance

Directory assistance

Operator verify and interrupt

Conference Calling

21. What does the end user dial for each of the interexchange carrier services that were checked in services included (above).

1 plus the number or 800 plus the number

22. **Other:**

****APPLICANT ACKNOWLEDGEMENT STATEMENT****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** A non-refundable application fee of \$250.00 must be submitted with the application.
5. **RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding interexchange service.
6. **ACCURACY OF APPLICATION:** By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement.

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

UTILITY OFFICIAL:

Cynthia A. Kestl
Signature

4/9/98
Date

for Aurora Communications, Inc
Regulatory Consultant
Title

954-7045053
Telephone No.

**** APPENDIX A ****

I, (TYPED NAME) _____, (TITLE)

_____, and current holder of certificate number

_____, have reviewed this application and join in the petitioner's request

for a transfer of the above-mention certificate.

UTILITY OFFICIAL:

Cynthia Kott
Signature

4/9/98
Date

for
Aurney Communications, Inc.

Regulatory Consultant
Title

954-764-5013
Phone

**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments maybe responded to in one of the following ways (applicant please check one):

- (X) **The applicant will not collect deposits nor will it collect payments for service more than one month in advance.**
- () **The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)**

UTILITY OFFICIAL:

Cynthia M. Vett
Signature

4/9/98
Date

for Aurynx Communications, Inc.

Regulatory Consultant
Title

951 764 5013
Phone

5. **TRAFFIC RESTRICTIONS:** Please explain how the applicant will comply with the EAEA requirements contained in Commission Rule 25-24.471 (4) (a) (copy enclosed).

6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has () or has not (X) previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:

- (a) What services have been provided and when did these services begin?
- (b) If the services are not currently offered, when were they discontinued?

UTILITY OFFICIAL: Cynthia W. Kott 4/9/98
Signature Date

for Aurney Communications, Inc

Regulatory Consultant 954 764 5513
Title Phone

**** APPENDIX D ****

FLORIDA TELEPHONE EXCHANGE

AND

EAS ROUTES

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate.

In an effort to assist you, attached is a list of major exchanges in Florida showing the small exchanges with which each has extended area service (EAS).

**** FLORIDA EAS FOR MAJOR EXCHANGE ****

| <u>Extended Service</u> <u>Area</u> | <u>with</u> | <u>These Exchanges</u> |
|--|-------------|---|
| PENSACOLA: | | Cantonment, Gulf Breeze Pace, Milton Holley-Navarre. |
| PANAMA CITY: | | Lynn Haven, Panama City Beach, Youngstown-fountain and Tyndall AFB. |
| TALLAHASSEE: | | Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks. |
| JACKSONVILLE: | | Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburgg, Orange Park, Ponte Verdra and Julington. |
| GAINESVILLE: | | Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo. |
| OCALA: | | Bellevue, Citra, Dunnellon, |

Forest Lady Lake (B21), McIntosh
Oklawaha, Orange Springs, Salt
Springs and Silver Springs Shores.

DAYTONA BEACH:

New Smyrna Beach.

TAMPA:

| | |
|---------|-------------|
| Central | None |
| East | Plant City |
| North | Zephyrhills |
| South | Palmetto |
| West | Clearwater |

CLEARWATER:

St. Petersburg, Tampa-West and
Tarpon Springs.

ST. PETERSBURG:

Clearwater.

LAKELAND:

Bartow, Mulberry, Plant City,
Polk City and Winter Haven.

ORLANDO:

Apopka, East Orange, Lake Buena
Vista, Oviedo, Windermere, Winter
Garden, Winter Park, Montverde,
Reedy Creek and Oviedo-Winter
Springs.

WINTER PARK:

Apopka, East Orange, Lake Buena
Vista, Orlando, Oviedo, Sanford,
Windermere, Winter Garden, Oviedo
Winter Springs, Reedy Creek,
Geneva and Montverde.

TITUSVILLE:

Cocoa and Cocoa Beach.

COCOA:

Cocoa Beach, Eau Gallie, Melbourne
And Titusville.

MELBOURNE:

Cocoa, Cocoa Beach, Eau Gallie
and Sebastian.

SARASOTA:

Bradenton, Myakka and Venice.

FT. MYERS:

Cape Coral, Ft. Myers Beach, North
Cape Coral, North Ft. Myers, Pine
Island, Lehigh Acres and Sanibel-
Captiva Islands.

| | |
|------------------|--|
| NAPLES: | Marco Island and North Naples. |
| WEST PALM BEACH: | Boynton Beach and Jupiter. |
| POMPANO BEACH: | Boca Raton, Coral Springs, Deerfield Beach and Ft. Lauderdale. |
| FT. LAUDERDALE: | Coral Springs, Deerfield Beach, Hollywood and Pompano Beach. |
| HOLLYWOOD: | Ft. Lauderdale and North Dade. |
| NORTH DADE: | Hollywood, Miami and Perrine. |
| MIAMI: | Homestead, North Dade and Perrine. |

**** APPENDIX E ****

****GLOSSARY****

ACCESS CODE: The term denotes a uniform four or seven digit code assigned to an individual IXC. The five digit code has the form 10XXX and the seven digit code has the form 950-XXXX.

BYPASS: Transmission facilities that go direct from the local exchange and user to an IXC point of presence, thus bypassing the local exchange company.

CARRIERS CARRIER: An IXC that provides telecommunications service, mainly bulk transmission service, to other IXC only.

CENTRAL OFFICE: A local operating unit by means of which connections are established between subscribers' lines and trunk or toll lines to other central offices within the same exchange or other exchanges. Each three (3) digit central office code (NXX) used shall be considered a separate central office unit.

CENTRAL OFFICE CODE: The term denotes the first three digits (NXX) of the seven (7) digit telephone number assigned to a customer's telephone exchange service./

COMMISSION: The Florida Public Service Commission.

COMPANY, TELEPHONE COMPANY, UTILITY: These terms may be used interchangeably herein and shall mean any person, firm, partnership or corporation engaged in the business of furnishing communication service to the public under the jurisdiction of the Commission.

DEDICATED FACILITY: The term denotes a transmission circuit which is permanently for the exclusive use of a customer or a pair of customers.

END USER: The term denotes any individual, partnership, association, corporation, governmental agency or any other entity which (A) obtains a common line, uses a pay telephone or obtains company or (B) subscribes to interstate services provided by an IXC or uses the services of the IXC when the IXC provides interstate service for its own use.

EQUAL ACCESS EXCHANGE AREAS: EAEA means a geographic area, configured based on 1987 planned toll center/access tandem areas, equal access to both carriers and customers of carriers in the most economically efficient manner.

EXCHANGE: The entire telephone plant and facilities used in providing telephone service to subscribers located in an exchange area. An exchange may include more than one central office unit.

EXCHANGE (SERVICE) AREA: The territory, including the base rates suburban and rural areas served by an exchange, within which local telephone service is furnished at the exchange rates applicable within that area.

EXTENDED AREA SERVICE: A type of telephone service furnished under tariff provision whereby subscribers of a given exchange or area may complete calls to, and receive messages from, one or more other contiguous exchanges without toll charges, or complete calls to one or more other exchanges without toll message charges.

FACILITIES BASED: An IXC that has its own transmission and/or switching equipment or other elements of equipment and does not rely on others to provide this service.

FOREIGN EXCHANGE SERVICES: A classification of exchange service furnished under tariff provisions whereby a subscriber may be provided telephone service from an exchange other than the one from which he would normally be served.

FEATURE GROUPS: General categories of unbundled tariffs to stipulate related services.

Feature Group A: Line side connections presently serving specialized common carriers.

Feature Group B: Trunk side connections without equal digit or code dialing.

Feature Group C: Trunk side connections presently serving AT&T-C.

Feature Group D: Equal trunk access with subscriptions.

INTEREXCHANGE COMPANY: Means any telephone company, as defined in Section 364.02(4), F.S. (excluding Payphone Providers), which provides telecommunication service between exchange areas as those areas are described in the approved tariffs of individual local exchange companies.

INTER-OFFICE CALL: A telephone call originating in one central office unit or entity but terminating in another central office unit or entity both of which are in the same designated exchange area.

INTRA-OFFICE CALL: A telephone call originating and terminating within the same central office unit or entity.

INTRASTATE COMMUNICATIONS: The term denotes any communications in Florida subject to oversight by the Florida Public Service Commission as provided by the laws of the State.

INTRA-STATE TOLL MESSAGE: Those toll messages which originate and terminate within the same state.

LOCAL ACCESS AND TRANSPORT AREA: LATA means the geographic area established for the administration of communications service. It encompasses designated exchanges, which are grouped to serve common social, economic and other purposes.

LOCAL EXCHANGE COMPANY (LEC): Means any telephone company, as defined in Section 364.02(4), F. S., which, in addition to any other telephonic communication service, provides telecommunication service within exchange areas as those areas are described in the approved tariffs of the telephone company.

OPTIONAL CALLING PLAN: An optional service furnished under tariff provisions which recognizes a need of some subscribers for extended area calling without imposing the cost on the entire body of subscribers.

900 SERVICE: A service similar to 800 service furnished under tariff provision which recognizes a need of some subscribers for extended area calling without imposing the cost on the entire body of subscribers.

PIN NUMBER: A group of numbers used by a company to identify their customers.

PAY TELEPHONE SERVICE COMPANY: Means any telephone company, other than a Local Exchange Company, which provides pay telephone service as defined in Section 364.335(4), F. S.

POINT OF PRESENCE (POP): Bell-coined term which designates the actual (physical) location of an IXC's facility. Replaces some applications of the term "demarcation point."

PRIMARY SERVICE: Individual line service or party line service.

RESELLER: An IXC that does not have certain facilities but purchases telecommunications service from an IXC and then resells that service to others.

STATION: A telephone instrument consisting of a transmitter, receiver, and associated apparatus so connected as to permit sending and/or receiving telephone messages.

SUBSCRIBER, CUSTOMER: These terms may be used interchangeably herein and shall mean any person, firm, partnership, corporation, municipality, cooperative organization, or governmental agency supplied with communication service by a telephone company.

SUBSCRIBER LINE: The circuit or channel used to connect the subscriber station with the central office equipment.

SWITCHING CENTER: Location at which telephone traffic, either local or toll, is switched or connected from one circuit or line to another. A local switching center may be comprised of several central office units.

TRUNK: A communication channel between central office units or entities, or private branch exchanges.

ATTACHMENTS:

- A - CERTIFICATE TRANSFER STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - INTRASTATE NETWORK
- D - FLORIDA TELEPHONE EXCHANGES AND EAS ROUTES
- E - GLOSSARY

EXHIBIT

A

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
CAPTAIN PLANNET, INC.

FILED
Office of the Secretary of State
the State of California

JUL 29 1996

Bill Jones
BILL JONES, Secretary of State

Shige Yamaji certifies that:

1. I am the President and Secretary of Captain Plannet, Inc., a California corporation.
2. The following Amendment to the Articles of Incorporation of the corporation has been duly approved by the Board of Directors of the corporation.

Article I of the Articles of Incorporation of this corporation be amended in its entirety to read as follows:

"I

The name of this corporation is Airnex Communications, Inc."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 5,000 shares. The number of share voting in favor of the amendment equaled or exceeded the vote require. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of my own knowledge.

Executed at San Francisco California, on July 1 1996.

Shige Yamaji
Shige Yamaji, President and Secretary

ARTICLES OF INCORPORATION

Captain Plannet, Inc.

RECORDED
FILED
Office of the Secretary of
of the State of California

MAR 22 1996

BILL JONES
SECRETARY OF STATE

I

The name of this corporation is Captain Plannet, Inc.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Roy H. Ikeda, Esq.
c/o Crosby Heafey Roach & May
1999 Harrison Street
Oakland, CA 94612

IV

This corporation is authorized to issue only one class of shares of stock. The total number of shares which the corporation is authorized to issue is 1,000,000.

V

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VI

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification expressly permitted by Section 317 of the California Corporations Code; provided, however, that such provisions or agreements may not provide for indemnification of any agents for any acts or omissions or transactions from which a director may not be relieved of

liability as set forth in the exception to paragraph (10) of subdivision (a) of Section 204 of the California Corporations Code, or as to circumstances in which indemnity is expressly prohibited by Section 317 of the California Corporations Code.

Dated: March 21, 1996



Shige Yamaji
Incorporator

EXHIBIT

B

State of Florida



Department of State

I certify the attached is a true and correct copy of the application by AIRNEX COMMUNICATIONS, INC., a California corporation, authorized to transact business within the State of Florida on February 12, 1998 as shown by the records of this office.

The document number of this corporation is F98000000857.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twelfth day of February, 1998



CR2EO22 (2-95)



Sandra B. Northam
Secretary of State

**FLORIDA DEPARTMENT OF STATE****Sandra B. Mortham**

Secretary of State

February 12, 1998

SUE BRODTMANN
UNISEARCH, INC.
1295 BANDANA BLVD. N. SUITE 300
ST. PAUL, MN 55108

Qualification documents for AIRNEX COMMUNICATIONS, INC. were filed on February 12, 1998 and assigned document number F98000000857. Please refer to this number whenever corresponding with this office.

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

The certification you requested is enclosed.

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

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

Should you have any questions regarding this matter, please telephone (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Lee Rivers
Document Examiner
Division of Corporations

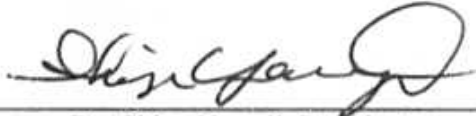
Letter Number: 698A00008327

EXHIBIT

C

AIRNEX
COMMUNICATIONS

Airnex plans to maintain it's capital through the commission income it receives from two different carrier agent programs. The amount of aggregate commission income is approximately \$130,000 a month.



By: Shige Yamaji, President

2-3-98

Date

AIRNEX COMMUNICATIONS, INC.
 BALANCE SHEET
 (AS OF 11/30/97)

ASSETS

| | | | |
|-----------------------------------|--------|---------|----------------|
| CURRENT ASSETS | | 147,812 | |
| CASH | 94,497 | | |
| ACCOUNTS RECEIVABLE | 1,890 | 92,607 | |
| LESS: ALLOWANCE | | 0 | |
| OTHER CURRENT ASSETS | | | <u>240,419</u> |
| TOTAL CURRENT ASSETS | | | |
| PROPERTY, PLANT & EQUIPMENTS | | | |
| OFFICE EQUIPMENT | 71,680 | | |
| LESS: ACCUMULATED DEPRECIATION | 6,328 | 65,352 | |
| TOTAL PROPERTY, PLANT & EQUIPMENT | | | <u>65,352</u> |
| INTANGIBLE ASSETS | | | <u>360,000</u> |
| GOODWILL | | | |
| TOTAL ASSETS | | | <u>665,771</u> |

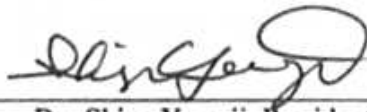
LIABILITIES & STOCKHOLDERS' EQUITY

| | | |
|--|--|----------------|
| CURRENT LIABILITIES | | <u>16,875</u> |
| ACCOUNTS PAYABLE | | |
| STOCKHOLDERS' EQUITY | | 200,000 |
| COMMON STOCK | | |
| AUTHORIZED 1,000,000 SHARES | | |
| ISSUED AND OUTSTANDING 100,000 SHARES | | 448,896 |
| RETAINED EARNINGS | | <u>648,896</u> |
| TOTAL STOCKHOLDERS' EQUITY | | |
| TOTAL LIABILITIES & STOCKHOLDERS' EQUITY | | <u>665,771</u> |

AIRNEX COMMUNICATIONS, INC.
INCOME STATEMENT
(FOR THE 12 MONTHS ENDING 11/30/97)

| | | |
|---|---------|----------------|
| REVENUE | 505,995 | |
| LONG DISTANCE SALES COMMISSION ON GROSS REVENUE OF \$3,162,468 | 2,876 | |
| OTHER REVENUE | 1,187 | |
| LESS: SALES DISCOUNTS & ALLOWANCES | | <u>507,685</u> |
| TOTAL REVENUE | | |
| EXPENSES | 72,000 | |
| OFFICER'S SALARY | 117,606 | |
| EMPLOYEE SALARIES & BENEFITS | 69,291 | |
| ADVERTISING EXPENSE | 5,700 | |
| TRAVEL EXPENSE | 27,651 | |
| OFFICE RENT | 2,720 | |
| INSURANCE EXPENSES | 1,994 | |
| LEGAL FEES | 21,095 | |
| TELEPHONE & TELEGRAPH | 2,318 | |
| MAIL & POSTAGE | 2,178 | |
| OFFICE SUPPLIES | 3,451 | |
| DEPRECIATION | 9,871 | |
| MISCELLANEOUS EXPENSES | | <u>335,875</u> |
| TOTAL EXPENSES | | <u>171,809</u> |
| INCOME BEFORE TAX | | |

These statements are true and correct, to my knowledge.



By: Shige Yamaji, President

2-3-98

Date

EXHIBIT

D

Company Profile

AIRNEX COMMUNICATIONS, INC.
(AS OF DECEMBER 23, 1997)

Company Background

Airnex Communications, Inc. was founded on July 27, 1995 by Shige Yamaji and was incorporated on March 22, 1996 in the State of California. Airnex goal is to provide quality and value-added communication services to Asian residents and businesses in the United States who seek competitive and state-of-the-art services in communicating with the people in their mother countries as well as throughout the globe. The Company has established broad client base, especially within the Japanese community in the U.S., as agent for two different long distance telecommunication carriers. The Company now seeks certification in all states of the U.S. where Asian population is prevalent so it can provide improved support to its customers utilizing its good cultural understanding of each ethnic community.

Management

Shige Yamaji, Founder, President and CEO

Mr. Yamaji founded Airnex Communications in 1995 in San Ramon, California, where the company's headquarters are located today. Mr. Yamaji, who was born in Tokyo, Japan, and had multi-national youth experience, has established strong background as a balanced business person with integrity throughout his career. After obtaining Bachelor of International Studies degree from Sophia University in Tokyo, Japan in 1983, Mr. Yamaji joined Nippon Steel Corporation and served several key positions during his 8-year tenure in the world's largest steel manufacturing company. The positions included Divisional Customer Service Manager, Operations Planning Manager for Production Control Department, Chief of Staff at Corporate MIS Division, and Divisional Sales & Marketing Director. Mr. Yamaji obtained his MBA from the Graduate School of Business at Stanford University in Palo Alto, California in 1993. Mr. Yamaji concentrated his study in the area of global marketing and investment management. In 1993, he joined GRI, Inc. in San Francisco, California, where he served as Executive Vice President of Asian Investments to market and manage investment portfolios to Asian investors both here in the U.S. and in the Far East. Mr. Yamaji, with his high business moral and in depth understanding of Asian cultures, serves as effective director of overall corporate direction and as a visionary to the multi-cultural staff of Airnex Communications.

Norio Komoriya, Vice President, Japanese Operation

Mr. Komoriya joined Airnex Communications in March, 1996. He obtained Bachelor of Management degree from Dokkyo University in Saitama, Japan in 1983. After graduation from Dokkyo University Mr. Komoriya worked for over twelve years as the Operations Manager and Director of Sales for Cosmo Merchandising Co., Ltd. in Tokyo, Japan, which is an advertising agency providing marketing expertise to Japanese corporations. As the Operations Manager for Cosmo, Mr. Komoriya gained profound insight in sustaining efficient and effective operations in a highly competitive and customer-service-intensive environment. As Mr. Komoriya was promoted to Director of Sales, he managed multi-

national accounts including corporations such as Mitsubishi Corporation and Toyota Motors, Inc. and gained expertise in corporate sales in multi-national environment. Mr. Komoriya serves as the head of Airnex Communications' Japanese staff to direct the sales and customer service operation for the Japanese market.

Kenzo Fukumoto, Vice President, Technology

Mr. Fukumoto joined Airnex Communications in September 1996. He obtained Bachelor of Engineering in Electronics and Communications degree from Musashi Institute of Technology in Tokyo, Japan in 1989. Mr. Fukumoto worked for over eight years as the Telecommunications Equipment Technical Support Manager for NEC in Tokyo, Japan. Mr. Fukumoto's knowledge and expertise from his academic achievements and the experience as the Technical Support Manager for one of the largest multi-national corporations in Japan has allowed him to effectively manage technical issues including leading the new product development team and technical support staff within Airnex Communications.

Carol Diane Stanton, Director of Customer Service

Ms. Stanton joined Airnex Communications in July 1996. Ms. Stanton has extensive experience of maintaining competitive customer service operation throughout her career. She has managed over fifty customer service agents at one time utilizing state-of-the-art customer service skills and methods. Ms. Stanton's achievements include successful management of fast growing call center operation (from 12 staff to 45 within 6 months) at SunTrips of San Jose, California as the Reservation Manager, implementation of competitive ACD phone system to increase call handling volume by 60% at Happy Tours of Scotts Valley, California as the Operations Manager, and increasing staff quality by 50% with the use of quality control systems and standards at AMCAL Inc. of San Jose, California as the Director of Customer Service. Ms. Stanton leads Airnex Communications' overall customer service operation.

Proposed Services

- 1+ Long distance service
- 800 services
- Voice mail services
- Debit cards
- International calling services
- Interstate calling services

Sales Methods

Prospective customers call our 800 sales lines and obtain service agreement to sign up for the services. Customer calls are triggered by advertisements on Asian magazines and newspapers.

Billing and Collection Methods

We bill using in-house billing platform software per obtaining CDR files from the underlying carriers. The collection is done in-house.

Customer Service Access

Toll-free customer service lines are open during regular business hours and 10-5 Saturdays and Sundays.

How Complaints are Handled

Complaints are handled by our trained customer service representatives through the toll-free customer service line access. Any technical problems are immediately brought to carriers' attention and trouble tickets are opened as needed. Airnex follows through on all trouble tickets until the cases close. Any non-technical issues are handled by our trained customer service representatives and followed through until each case is closed.

EXHIBIT

ε

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff applies to the intrastate resale telecommunication services furnished by Airnex Communications, Inc. between one or more points in the State of Florida. This tariff is on file with the Public Service Commission of Florida and copies may be inspected, during normal business hours, at the Company's principal place of business at 3000 Executive Parkway, Suite 111, San Ramon, California 94583.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

CHECK SHEET

All sheets of this tariff are effective a of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

| <u>SHEET</u> | <u>REVISION</u> |
|--------------|-----------------|
| 1 | Original |
| 2 | Original |
| 3 | Original |
| 4 | Original |
| 5 | Original |
| 6 | Original |
| 7 | Original |
| 8 | Original |
| 9 | Original |
| 10 | Original |
| 11 | Original |
| 12 | Original |
| 13 | Original |
| 14 | Original |
| 15 | Original |
| 16 | Original |
| 17 | Original |
| 18 | Original |
| 19 | Original |
| 20 | Original |
| 21 | Original |

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

TABLE OF CONTENTS

| | |
|---|-----------|
| Check Sheet | 2 |
| Table of Contents..... | 3 |
| Concurring, Connecting or Other Participating Carriers..... | 4 |
| Explanations of Symbols, Reference Marks, and Abbreviations of Technical Terms..... | 4 |
| Tariff Format..... | 5 |
| Section I – Technical Terms and Abbreviations..... | 6 |
| Section II – Rules and Regulations..... | 8 |
| Authorization to Obtain Credit Information..... | 14 |
| Customer Service..... | 16 |
| Customer's Liability in the Event of Denial or Disconnection of Service..... | 13 |
| Deposit..... | 15 |
| Description of Payment and Billing Periods..... | 14 |
| Discontinuance of Service..... | 11 |
| Emergency Calls..... | 16 |
| Initial Contract Period and Termination of Service by Customer..... | 8 |
| Interruption of Service..... | 12 |
| Liability of Carrier / Use..... | 9 |
| Limitations..... | 9 |
| Obligation of Customer..... | 9 |
| Promotional Offerings..... | 16 |
| Reinstitution of Service..... | 13 |
| Responsibilities of the Customer..... | 10 |
| Restoration of Service..... | 11 |
| Advanced Payments..... | 14 |
| Returned Checks / Taxes..... | 15 |
| Right to Backbill for Improper Use of Carrier's Services..... | 15 |
| Termination by Customer..... | 13 |
| Undertaking of ACI..... | 18 |
| Section III – Description of Services..... | 17 |
| Service Options..... | 17 |
| General Description of Service..... | 17 |
| Minimum Call Completion Rate..... | 18 |
| Service Area..... | 18 |
| Timing of Calls..... | 18 |
| Calculation of Distance..... | 18 |
| Section IV – Rates..... | 19 |
| Directory Assistance / Telecommunications Relay..... | 20 |
| Discounts for Hearing Impaired Customers..... | 20 |
| Nonrecurring Charges..... | 20 |
| ACI 800 Service..... | 20 |
| ACI Business Service..... | 19 |
| ACI Residential Service..... | 19 |
| ACI Travel Service..... | 20 |
| Time of Day Rate Periods..... | 21 |

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

CONCURRING, CONNECTING OR OTHER PARTICIPATING CARRIERS

AT&T Communications of New England, Inc., MCI Telecommunications Corporation, US Sprint Communications Company, L.P.

EXPLANATION OF SYMBOLS, REFERENCE MARKS, AND ABBREVIATIONS OF TECHNICAL TERMS

The following symbols shall be used in this tariff for the purpose indicated below:

- (D) - to signify discontinued rate or regulation.
- (I) - to signify increase.
- (M) - to signify material transferred form.
- (N) - to signify new rate or regulation.
- (R) - to signify reduction.
- (T) - to signify a changed in text but no change in rate or regulation.

Glossary of Acronyms:

| | |
|--------------|---|
| FLPSC | Florida State Public Service Commission. |
| IXC | A long distance telephone company which carries calls between LATAs |
| LEC | Local exchange company. |
| ACI | Used throughout this tariff to mean Airnex Communications, Inc. |
| WATS | Wide Area Telecommunications Service. A special long distance service providing inward dialing from any phone in a specified geographical area, or outward dialing to any phone in a specified area from on specific phone. |

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

TARIFF FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. **Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the FLPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheets 14. Because of various suspension periods, deferrals, etc. the FLPSC follows in its tariff approval process, the most current sheet number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the sheet currently in effect.
- C. **Paragraph Numbering Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2
 - 2.1
 - 2.1.1
 - 2.1.1.A
 - 2.1.1.A.1
 - 2.1.1.A.1.(a)
 - 2.1.1.A.1.(a).1
 - 2.1.1.A.1.(a).1.(i)
 - 2.1.1.A.1.(a).1.(i).(1)
- D. **Check Sheets** - When a tariff filing is made with the FLPSC, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new page are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remain the same, just revised revision levels on some pages.) The tariff user should refer to the latest Check Sheet to find out if a particular sheet is the most current on file with the FLPSC.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION I - TECHNICAL TERMS AND ABBREVIATIONS

| | |
|-----------------------------|--|
| Accounting Code - | A multi-digit code which enables a customer to allocate long distance charges to its internal accounts. |
| Access Line - | An arrangement which connects the Customer's location to ACI switching center. |
| Authorized User - | A person, firm, corporation, or any other entity authorized by the Customer to communicate, utilizing the Carrier's service. |
| Commission - | The Florida Public Service Commission. |
| Company or Carrier - | Airnex Communications, Inc. unless otherwise clearly indicated by the context. |
| Customer - | The person, firm, corporation or other entity which orders, cancels amends or uses service under this tariff and is responsible for payment of charges and compliance with the Company's tariff. |
| Day - | Unless otherwise specified in this tariff, from 8:00 AM up to but not including 5:00 PM local time Monday through Friday. |
| Evening - | Unless otherwise specified in this tariff, from 5:00 PM up to but not including 11:00 PM local time Sunday through Friday. |

Issued: May 4, 1998**Effective Date:** _____**Issued By:**

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION I - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D)

Holidays - For the purposes of call rating*, the Company observes the following holidays (as Federally observed):

| | | |
|------------------|------------------------|--------------|
| Thanksgiving Day | Christmas Day | Veterans Day |
| Labor Day | Columbus Day | Memorial Day |
| New Year's Day | Independence Day | |
| President's Day | Martin Luther King Day | |

* Evening rates apply to all of the above Holidays

Long Distance Resale Service -

Long Distance Resale Service is a public communications service for hire, which includes providing long distance service to Customers through the resale of leased lines and services provided by multiple other common Carriers.

Night/Weekend - Unless otherwise specified in this tariff, from 11:00 PM up to but not including 8:00 AM Sunday through Friday, and 8:00 AM Saturday up to but not including 5:00 PM Sunday.

User - The calling party utilizing the services of ACI and responsible for the payment of charges, unless that responsibility has been accepted by others, such as in the case of collect, third party and room charge calls.

V & H Coordinates -

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

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION II - RULES AND REGULATIONS**2.1 Undertaking of ACI**

- 2.1.1 ACI's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this tariff. Service is provided twenty-four hours a day, seven days a week.
- 2.1.2 ACI is a resale common carrier, ACI's services provide intrastate long distance message telephone service to Customers for their direct transmission and reception of voice, data, and other types of communications. ACI may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities (such as the local exchange carrier), when authorized by the Customer, to allow connection of a Customer's location to the ACI network. The Customer shall be responsible for all charges due for such service arrangement. The Carrier agrees to dutifully abide by all Rules and Regulations as set forth by the FLPSC.
- 2.1.3 The Customer's monthly charge for services are based upon the total time the Customer actually uses the service. For billing purposes, calls are rounded up to the next full billing increment, one minute for Residential and six seconds for Business Service. Minimum call duration time for Residential is one minute and for Business Service is thirty seconds. 800 Service and Travel Service billing increments are the same as the service associated with and contracted for, Business or Residential Service.
- 2.1.4 The rates and regulations contained in this tariff apply only to the services furnished by ACI and do not apply, unless otherwise specified, to the lines facilities, or services provided by a local exchange telephone company or other common carrier for use in accessing the services of ACI.

2.2 Initial Contract Period and Termination of Service by Customer

- 2.2.1 Contract Periods - The initial contract period for service and facilities is thirty (30) days.
- 2.2.2 Termination by Customer - Service may be canceled at any time by a Customer taking switched services. A Customer taking dedicated line or Point-to-Point services may cancel service on not less than thirty (30) days prior written notice to Carrier.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION II - RULES AND REGULATIONS, (CONT'D)**2.3 Obligation of Customer**

2.3.1 The customer will assume responsibility for all usage and service billed.

2.4 Limitations

2.4.1 Service is offered subject to the availability of the necessary facilities and equipment, or both facilities and equipment, and subject to the provisions of this tariff.

2.4.2 ACI reserves the right to discontinue or limit service when necessitated, per Florida Commission Rules and with twenty-four hours notice, by the conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.

2.4.3 With the exception of shared tenant services, all facilities and services provided under this tariff are directly or indirectly controlled by ACI and the Customer may not transfer or assign the use of service or facilities without the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

2.4.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.

2.5 Use

2.5.1 Services provided under this tariff may be used for any lawful purpose for which the service is technically suited.

2.6 Liability of Carrier

2.6.1 Liability of the carrier for damages arising out of mistake, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur.

2.6.2 ACI shall be indemnified and held harmless by the customer against:
(A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.
(B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by ACI.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION II - RULES AND REGULATIONS (CONT'D)**2.7 Responsibilities of the Customer**

- 2.7.1 The Customer is responsible for compliance with the applicable regulations set forth in this tariff.
- 2.7.2 The Customer is responsible for placing any necessary orders; for complying with tariff regulations; and for assuring that users comply with tariff regulations. The Customer shall ensure compliance with any applicable laws, regulations, orders or other requirements (as they exist from time to time) of any governmental entity relating to services provided or made available by the Customer to end users. The Customer is also responsible for the payment of charges for calls originated at the Customer's numbers which are not collect, third party, calling card, or credit card calls.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION II - RULES AND REGULATIONS, (CONT'D)**2.7 Responsibilities of the Customer, (cont'd)**

2.7.3 The Customer shall ensure that Customer's terminal equipment and/or system is properly interfaced with ACI's facilities or services, that the signals emitted into ACI's network are of the proper mode, bandwidth, power, and signal level for the intended use of the Customer and in compliance with the criteria set forth in this tariff, and that the signals do not damage equipment, injure personnel, or degrade service to other Customers.

2.8 Restoration of Service

2.8.1 The use and restoration of service shall be in accordance with the priority system specified in part 64 Subpart D of The Rules and Regulations of the Federal Communications Commission.

2.9 Discontinuance of Service

2.9.1 Without incurring liability ACI may discontinue services to a Customer or may withhold the provision of ordered or contracted services, subject to the procedures set forth in 2.9.3, under any of the following conditions:

- 2.9.1A For nonpayment of any sum due ACI for more than thirty days after issuance of the bill for the amount due.
- 2.9.1B For periods of account inactivity in excess of sixty days.
- 2.9.1C In the event that the Customer supplied false or inaccurate information of a material nature in order to obtain service.
- 2.9.1D For violation of any of the provisions of this tariff.
- 2.9.1E For the use of foul or profane expressions, the impersonation of another with fraudulent intent, or of any other violation of the Communications Act of 1934, as amended, or of the rules and regulations of the Federal Communications Commission.

issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION II - RULES AND REGULATIONS, (CONT'D)**2.9 Discontinuance of Service, (cont'd)**

2.9.1F For violation of any law, rule, regulation or policy of any governing authority having jurisdiction over ACI's services, or

2.9.1G By reason of any order of decision of a court, business service commission or federal regulatory body or other governing authority prohibiting ACI from furnishing its services.

2.9.1H For the use of telephone service for any other property or purpose than that described in the contract.

2.9.2 ACI may discontinue service without notice for any of the following reasons:

2.9.2A If a Customer or Customer causes or permits any signals or voltages to be transmitted over ACI's network in such a manner as to cause a hazard or to interfere with ACI's service to others.

2.9.2B If a Customer or user uses ACI's services in a manner to violate the law.

2.9.3 Procedures for discontinuance of existing service:

2.9.3A In all other circumstances, ACI will provide the Customer with written notice stating the reason for discontinuance, and will allow the Customer not less than 10 days to remove the cause for discontinuance. In cases of non-payment of charges due, the Customer will be allowed at least five days, excluding Sundays and holidays, to make full payment of all undisputed charges, and in no event will service be discontinued on the day preceding any day on which ACI is not prepared to accept payment of the amount due and to reconnect service.

2.10 Interruption of Service

2.10.1 Credit allowance for the interruption of service which is not due to the Company's testing or adjusting, negligence or the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set for in 2.6.1 herein. It shall be the obligation of the customer to notify the Company immediately of any interruption in service for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, if any furnished by the customer and connected to the Company's facilities.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION II - RULES AND REGULATIONS, (CONT'D)**2.10 Interruption of Service, (cont'd)**

- 2.10.2 For purposes of credit computation, every month shall be considered to have 720 hours.
- 2.10.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.
- 2.10.4 The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

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

"A" - outage time in hours

"B" - total monthly charge for affected facility

2.11 Termination by Customer

- 2.11.1 Customer may cancel service by phone call or in writing to the Company.

2.12 Customer's Liability in the Event of Denial or Disconnection of Service

- 2.12.1 In the event Customer's service is denied or disconnected by the Carrier for any of the reasons stated in section 2.9, Customer shall be liable for all unpaid charges due and owing to Carrier.

2.13 Reinstiution of Service

- 2.13.1 If Customer seeks reinstiution of service following disconnection of service by Carrier, Customer shall pay to Carrier prior to the time service is reinACItued (1) all accrued and unpaid charges and (2) a new connection fee of \$25.00.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION II - RULES AND REGULATIONS, (CONT'D)**2.14 Advanced Payment**

2.14.1 The Company will not collect advance payments.

2.15 Authorization to Obtain Credit Information

2.15.1 Carrier reserves the right to require all Customers to establish credit-worthiness to the reasonable satisfaction of Carrier. Upon application for service, Customer shall be deemed to have authorized Carrier to obtain such routine credit information and verification as Carrier shall require in accordance with its then existing credit policies. All criteria and methods used in the acquisition and assessment of credit related information shall be consistent and uniform for all applicants or Customers.

2.16 Description of Payment and Billing Periods

2.16.1 Charges for services are applied on a recurring and non-recurring basis. Service is provided and billed on a monthly basis until canceled by the customer in writing on not less than thirty (30) days notice.

2.16.2 Billing will be payable upon receipt and past due 15 days after issuance.

2.16.3 Charges are based on actual usage during a month and will be billed monthly in arrears.

2.16.4 The Customer is responsible for the payment of ALL charges for service and equipment provided to the Customer. This applies to Customers where the provision of service Carrier includes the use of authorization (access) codes. The Customer agrees to pay to Carrier ANY cost incurred as a result of ANY DELEGATION OF AUTHORITY resulting in use of his/her authorization codes.

2.16.5 Where a Customer, e.g. an employer, provides the use of authorization codes to his/her employees, or where the Customer, e.g. a family member, provides the use of authorization codes to his/her family relations or friend, guest, etc., the Customer agrees to pay to Carrier ANY cost incurred as a result of these uses of the authorization codes.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION II - RULES AND REGULATIONS, (CONT'D)**2.17 Deposit**

2.17.1 The company will not collect deposits from customers in the State of Florida.

2.18 Taxes

2.18.1 All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.

2.19 Right to Backbill for Improper Use of Carrier's Service

2.19.1 Any person or entity which uses, appropriates or secures the use of services from Carrier, whether directly or indirectly, in any unlawful manner or through the providing of any misleading or false information to Carrier and which use, appropriation, or securing of services is inconsistent with the stated uses, intents, and purposes of this tariff or any restrictions, conditions, and limitations stated herein, shall be liable for an amount equal to the accrued and unpaid charges that would have been applicable to the use of Carrier's services actually made by Customer. In addition, Carrier shall be entitled to recover an amount equal to a late payment fee of 1.5 percent per month for the period(s) for which such charges would have been payable.

2.20 Returned Checks

2.20.1 If Company receives a check from a Customer in payment for service rendered or for any other reason of indebtedness and which is returned from the bank due to insufficient or uncollected funds, closed account, apparent tampering, missing signature or endorsement, or for any other reason, Company shall apply a service charge after Customer has been forwarded a notice of same five days in advance as follows:

Per Returned Check: 5% or fifteen dollars, which ever is greater.

2.20.2 The charge shall be applied to Customer's monthly billing, in addition to any other charges which may apply under this tariff.

2.20.3 Payment rendered by check, which is subsequently dishonored shall not constitute payment until such time as repayment is made by valid means.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION II - RULES AND REGULATIONS, (CONT'D)

2.21 Customer Service

2.21.1 In the event that the customer is experiencing a service problem, the local telephone company will refer the customer to ACI. Questions regarding billing can also be directed to ACI's Customer Service Department in San Ramon, California by dialing their toll free number, (800) 801-5780. Credits to customer accounts will be applied on the next ACI bill.

2.22 Promotional Offerings

2.22.1 The Company may, from time to time, make promotional offerings to enhance the marketing of its services. These promotions will be approved by the FLPSC with specific starting and ending dates and under no circumstances run for longer than 90 days in any 12 month period.

2.23 Emergency Calls

2.23.1 Message toll telephone calls, to governmental emergency service agencies as set forth in (a) following, having primary or principal responsibility with respect to the provision of emergency services to persons and property in the area from which the call is made, meeting the definition and criteria of an emergency call as set forth in (b) following, are offered at no charge to customers.

2.23.1.A Governmental fire fighting, State Highway Patrol, police and emergency squad service (as designated by the appropriate governmental agency) qualify as governmental emergency service agencies provided they answer emergency service calls on a personally attended (live) twenty-four (24) hour basis, three hundred sixty-five days a year, including holidays.

2.23.1B An emergency is an occurrence or set of circumstances in which conditions pose immediate threat to human life and/or property and necessitate that prompt action be taken. An emergency call is an originated call of short duration to a governmental emergency service agency in order to seek assistance for such an emergency.

2.23.1C **Emergency Shortage of Facilities:** The Carrier reserves the right to limit the length of conversations in times of emergency if a shortage of facilities occurs.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION III – DESCRIPTION OF SERVICES**3.1 General Description of Service**

- 3.1.1 ACI resells facilities-based interexchange (IXC) carrier services including, but not limited to, access, switching, transport, termination, Feature Group D and other services for the direct transmission and reception of voice, data, and other types of communications.
- 3.1.2 Customer's monthly charges for Carrier service are based on the total time Customer actually uses the service.
- 3.1.3 ACI's services are offered to Customers on a monthly basis.
- 3.1.4 ACI's services are offered to Customers twenty-four hours a day.
- 3.1.5 All service shall remain in effect for a minimum of thirty days.
- 3.1.6 ACI's underlying carriers include, but are not limited to AT&T Communication, Inc., US Sprint Communications Company, L.P, MCI Telecommunications Corporation and Cable and Wireless.
- 3.1.7 Customers may use accounting codes to identify the Customers or user groups on an account. The numerical composition of the codes shall be set by Company to assure compatibility with the Company's accounting and billing systems and to avoid the duplication of codes.

3.2 Service Options

- 3.2.1 **ACI Residential Service:** A one-way multi-point service whereby the subscriber originates and terminates calls via residential telephone lines. Subscribers switch on through Equal Access Dialing procedures.
- 3.2.2 **ACI Business Service:** A one-way multi-point service whereby the user originates and terminates calls via business telephone lines.
- 3.2.3 **ACI Travel Service:** Customers may request from ACI a Travel Card for use in accessing the ACI network of carrier services when away from business telephones. Customer dials the appropriate carrier access number sequence specified on the Customer's ACI Travel Card.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION III - DESCRIPTION OF SERVICES, (CONT'D)

3.2 Service Options, (cont'd)

3.2.4 **ACI 800 Service:** ACI's 800 service is available twenty-four hours a day, seven days a week. Service is provided by ACI's underlying carries. Incoming calls from the ACI network terminate at the Customer premises via special access or business line termination.

3.2.5 **Directory Assistance:** The underlying carrier provides service to ACI to offer directory assistance services which the Customer may access by dialing area code plus 555-1212. Customer will be billed for such service by ACI.

3.3 Calculation of Distance

3.3.1 Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the with the originating and terminating points of the call.

3.3.2 The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. ACI uses vertical and horizontal coordinates produced by Bell Communications Research in their NPA-NXX V & H coordinates tape and Bell's NECA tariff No. 4.

3.3.2.A FORMULA:

$$\sqrt{\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}}$$

3.4 Service Area

3.4.1 The service area of Carrier includes all points in Florida, including all major metropolitan areas.

3.5 Minimum Call Completion Rate

3.5.1 Customers can expect a call completion rate of 99% during peak use periods for all Feature Group D Equal Access 1+ services. The call completion rate is calculated as the number of calls completed (including calls completed to a busy line or to a line which remains unanswered by the called party) divided by the number of calls attempted.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION IV - RATES

4.1 ACI Residential Service

4.1.1 Residential Service provides facilities to complete toll calls between two points in Florida. The maximum rates* are: (All zero minus traffic will be routed to the LEC)

| | PLAN "A" | PLAN "B" | PLAN "C" | PLAN "D" | PLAN "E" | PLAN "F" | PLAN "G" | PLAN "H" | PLAN "I" |
|-----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|
| FLAT RATE | \$0.9000 | \$0.1100 | \$0.1300 | \$0.1500 | \$0.1700 | \$0.1900 | \$0.2100 | \$0.2300 | \$0.2500 |

*** Calls are billed on six second increments, following a one minute minimum.

4.2 ACI Business Service

4.2.1 Business Service provides facilities to complete toll calls between two points in Florida. The maximum rates* are: (All zero minus traffic will be routed to the LEC)

| | PLAN "A" | PLAN "B" | PLAN "C" | PLAN "D" | PLAN "E" | PLAN "F" | PLAN "G" | PLAN "H" | PLAN "I" |
|-----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|
| FLAT RATE | \$0.9000 | \$0.1100 | \$0.1300 | \$0.1500 | \$0.1700 | \$0.1900 | \$0.2100 | \$0.2300 | \$0.2500 |

*** Calls are billed in six second increments, following a one minute minimum

4.2.1.A Accounting Code Charges:
\$5.00 per month or \$0.20 per month per validated code number, whichever is greater.

4.3 Volume Usage Discounts

ACI Business Service Plan pricing reflects the following volume usage:
Discounted pricing plans for customers using:

| | |
|--------------------|-------------------------------|
| Plan "A" - over | \$3,000 per month. |
| Plan "B" - between | \$2,999 to \$2,500 per month. |
| Plan "C" - between | \$2,499 to \$2,000 per month. |
| Plan "D" - between | \$1,999 to \$1,500 per month. |
| Plan "E" - between | \$1,499 to \$1,000 per month. |
| Plan "F" - between | \$999 to \$500 per month. |
| Plan "G" - between | \$499 to \$250 per month. |
| Plan "H" - between | \$249 to \$100 per month. |
| Plan "I" - up to | \$99 per month. |

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION IV - RATES, (CONT'D)

- 4.4 ACL Travel Service
4.4.1 From origination to termination, the maximum rates are the same as the underlying service contracted for plus. An \$0.85 per call charge will be added to the regulated rates.
- 4.5 ACL 800 Service
4.5.1 From origination to termination, the maximum rates are the same as the underlying service contracted for plus: A monthly \$20.00 exclusive 800 number charge.
- 4.6 Nonrecurring Charges
- | | |
|--|---------|
| 4.6.1 Residential and/or Business Service Service Origination: | \$50.00 |
| 4.6.2 800 Service Service Origination: | \$50.00 |
| 4.6.3 Travel Service Service Origination: | \$50.00 |
| 4.6.4 Accounting Code Charges Set-up and/or change: | \$20.00 |
- 4.7 Directory Assistance
4.7.1 There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving individuals with disabilities. The Company shall charge \$0.65 for every call in excess of fifty (50) within a billing cycle.
- 4.7 Discounts for Hearing Impaired Customers
4.7.1 Intrastate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and night time calls.
- 4.8 Telecommunications Relay Service
4.8.1 For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

SECTION IV - RATES, (CONT'D)

4.9 Time of Day Rate Periods

4.9.1 The appropriate rates apply for day, evening and night/weekend calls based on the following chart:

| | MON | TUES | WED | THUR | FRI | SAT | SUN |
|----------------------------|----------------------------------|------|-----|------|-----|-----|-------------|
| 8:00 AM TO 5:00 PM* | Daytime Rate Period | | | | | | |
| 5:00 PM TO 11:00* | Evening Rate Period | | | | | | Eve. |
| 11:00 PM TO 8:00 AM* | Night/Weekend Rate Period | | | | | | |

* to but not including.

Issued: May 4, 1998

Effective Date: _____

Issued By:

Shige Yamaji
AIRNEX COMMUNICATIONS, INC.
3000 Executive Parkway, Suite 111
San Ramon, CA 94583
(510) 327-0400

Kott Enterprises, Inc.

Telecom Tariff Consultants

PO Box 14062, Ft. Lauderdale, Florida 33302
Tel: (954) 764-5093 Fax: (954) 764-0840

Cynthia D. Kott, President
Alison Kacurov, Administrative Assistant

April 9, 1998

DEPOSIT

DATE

D777

MAY 18 1998

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

RECEIVED
FLORIDA PUBLIC
SERVICE COMMISSION
98 MAY 18 AM 9:30
MAIL ROOM

RE: Airnex Communications, Inc.

Dear Sir / Madam:

Enclosed please find an original and six (6) copies of the Application to Provide Interexchange Telecommunications Service within the State of Florida and Tariff on behalf of the above referenced long distance reseller.

You will also find enclosed, ACI's check made payable to the Florida Public Service Commission in the amount of \$250.00 to cover the filing fee costs.

Any inquiries regarding this application and its contents may be directed to the undersigned.

For purposes of verification of receipt I have enclosed an additional copy of this transmittal letter as well as a SASE. Please date stamp and return to me.

I look forward to working with you on behalf of my client.

AIRNEX
COMMUNICATIONS
POST OFFICE BOX 1975
SAN RAMON, CA 94583

BANK OF AMERICA
SAN RAMON, CA 94583

1182

January 19, 1998

PAY TO THE
ORDER OF

Florida Public Service Commission

\$ *****250.00

*****Two hundred fifty and 00/100***

DOLLARS

MEMO Filing Fee


AUTHORIZED SIGNATURE