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DATE AUG <u>1 4</u> **1998**

August 12, 1998 Overnight

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FL. S. STREETING

210 N. Park Ave	
Winter Park, FL	Florida Public Service Commission
32789	Division of Communication 2450 Shumard Oak Boulevard
P.O. Drawer 200	Gerald L. Gunter Building Room 270
Winter Park, FL	Tallahassoc, FL 32399-0850
12790 0200	

981027 TX

Tel 407-740-8575 Fax 407-740-0613 Re: Application of Ernest Communications, Inc. for Authority to Provide Alternative Local Exchange Service

tmi@tminc.com Dear Mr. D'Haeseleer:

Enclosed is the original and six (6) copies of the application of Ernest Communications, Inc. for authority to provide alternative local exchange service. Also enclosed is a check for the application fee of \$250.

Please return a date stamped copy of this cover letter in the self-addressed stamped envelope which has been provided for this purpose.

Any questions pertaining to this filing may be addressed to me at (407) 740-8575.

Sincerely,

K. Bala

Louise K. Beale Consultant to Ernest Communications, Inc.

Enclosures

cc: Paul Masters - Ernest Communications, Inc.

file: Ernest Communications, Inc.-FL (CLEC)

TMS: FL9800(L)

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68 VIC 13 64 15 13

RIDA PUBLIC SERVICE COMMISSION Division of Communications, Certification & Compliance Section 2450 SHUMARD OAK BOULEVARD TALLAHASSEE, FLORIDA 32399-0850 (904) 413-6600

APPLICATION FORM

for

AUTHORITY TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICE WITHIN THE STATE OF FLORIDA

INSTRUCTIONS

- 1. This form is used for an original application for a certificate and for approval of sale, assignment, or transfer of an existing alternative local exchange certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee.
- 2. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
- 3. Use a separate sheet for each answer which will not fit the allotted space.
- 4. Any questions regarding completion, contact above.
- 5. Once completed, submit the original and six (6) copies of this form along with a nonrefundable application fee of \$250 made payable to the Florida Public Service Commission at the above address.





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

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

- (X) Original authority (new company)
- Approval of transfer (to another certificated company)
 <u>Example</u>: a certificated company purchases an existing company and desires to retain the original certificate authority.
- Approval of assignment of existing certificate (to a noncertificated company) <u>Example</u>: a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.
- Approval for transfer of control (to another certificated company) <u>Example</u>: a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of applicant:

Emest Communications, Inc.

3. A. National Mailing Address including street name, number, post office box, city, state, zip code and phone number.

Street: PO Box	6475 Jimmy Carter Boulevard, Suite 300
City:	Norcross
State:	Georgia
Zip	30071
Phone:	(770) 448-7788

B. Florida Mailing Address including street name, number, post office box, city, state, zip code and phone number.

Street:	6475 Jimmy Carter Boulevard, Suite 300
PO Box	
City:	Norcross
State:	Georgia
Zip	30071
Phone:	(770) 448-7788



 Street:
 6475 Jimmy Carter Boulevard, Suite 300

 PO Box
 City:

 Norcross
 State:

 Georgia
 Zip

 Zip
 30071

 Phone:
 (770) 448-7788

4. Structure of organization:

- () Individual
- (X) Foreign Corporation
- () General Partnership
- () Joint Venture

() Corporation

- () Foreign Partnership
- () Limited Partnership
- () Other, Please explain

5. If incorporated, pieces provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number:	F9800003956
Taxpayer Identification number:	58-2395113

Please see Exhibit I for a copy of the Articles of Incorporation.

6. Name under which the applicant will do business (d/b/a):

Ernest Communications, Inc.

7. If applicable, please provide proof of fictitious name: (d/b/a) registration.

Fictitious name registration number: <u>not applicable</u>

8. If applicant is an individual, partnership, or joint venture, please give name and address of each legal entity.

Not applicable

9. State whether any of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

Not applicable.



10. Please provide the title, address, telephone number, internet address and facsimile number of the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application:

Application contact:

Name:	Louise Beale
Title:	Consultant to Ernest Communications, Inc.
P.O. Box:	P.O. Drawer 200
City:	Winter Park
State:	Florida
Zip:	32790-0200
Phone:	(407) 740-8575
Fax:	(407) 740-0613
Internet Address:	Ibeale@tminc.com
Ongoing Liaison:	
Name:	Paul Masters
Title:	Vice President
Street:	6475 Jimmy Carter Boulevard, Suite 300
PO Box	•
City:	Norcross
State:	Georgia
Zip	30071
Phone:	(770) 448-7788
Fax:	(770) 448-5482
Internet Address:	

11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative local exchange service.

None

12. Has the applicant been denied certification in any other state?

Yes() No(X) If so, please list the state and reason for denial.

13. Have penalties been imposed against the applicant in any other state:

Yes() No(X) If so, please list the state and reason for penalty.



Customers may call the company at its toil-free customer service number: 1-800-456-8353. In addition, customers may contact the company in writing at 6475 Jimmy Carter Boulevard, Suite 300, Norcross, Georgia 30071.

15. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange service in Florida.

A. Financial capability (Exhibit II)

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements, including:

- 1. the balance sheet
- 2. income statement
- 3. statement of retained earnings for the most recent 3 years

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

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

B. Managerial capability

See Exhibit III

C. Technical capability

See Exhibit IV

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accurecy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in the State of Florida. I have read the foregoing and deciare 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.

Official:	Au	th	Zohn V	Dete:	7/21/	1 418
	signature					

Name: Joe Ernest Title: President Address: 6475 Jimmy Carter Boulevard, Suite 300 Norcross, Georgia 30071 Phone: (770) 448-7788 Ernest Communications, Inc.

EXHIBIT 1

ARTICLES OF INCORPORATION

Secretary of State Corporations Division Suite 315, West Tower 2 Martin Luther King Jr. Dr. Atlanta, Georgia 30334-1530 DOCKET NUMBER : 901540426 CONTROL NUMBER : 9818495 DATE INC/AUTH/FILED: 05/11/1998 JURISDICTION : GEORGIA PRINT DATE : 06/03/1998 FORM NUMBER : 215

JEFF SMOCK 6475 JIMMY CARTER BLVD. SUITE 300 NORCROSS, GA 30071

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

ERNEST CONDUNICATIONS, INC. A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



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Lewis A. Massey Secretary of State

Secretary of State Corporations Invision Suite 315, West Courer 2 Martin Luther King Ir. Ar. Atlanta, Georgia - 30334-1530



CONTROL NUMBER: 9818495 EFFECTIVE DATE: 05/11/1998 COUNTY : FULTON REFERENCE : 0044 PRINT DATE : 05/14/1998 FORM NUMBER : 311

ERICK H. ROCK 3475 LENOX RD STE 990 ATLANTA GA 30326

CERTIFICATE OF INCORPORATION

1. Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

ERNEST COMMUNICATIONS, INC. A DOMESTIC PROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

Lewis a. Massey

SECRETARY OF STATE



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ARTICLES OF INCORPORATION OF ERNEST COMMUNICATIONS, INC.

I.

The name of the Corporation is: Emest Communications, Inc.

П.

The Corporation shall have authority to issue Two Million (2,000,000) shares of common stock ("Common Stock"). Each share of Common Stock shall be identical in all respects and for all purposes and entitled to one vote in all proceedings in which action may or is required to be taken by shareholders of the Corporation; participate equally in all dividends payable with respect to Common Stock, as, if, and when declared by the Board of Directors of the Corporation; and share ratably in all distributions of assets of the Corporation in the event of any voluntary or involuntary liquidation, or winding up of the affairs of the Corporation or any other distribution of assets, rights, or property

111.

The initial registered office of the Corporation shall be at 3475 Lenox Rd. NE, Suite 990, Atlanta, GA 30326, in Fulton County. The initial registered agent of the Corporation at such address shall be Gerardo M. Balboni, II

IV.

The name and address of the incorporator is:

Erick H. Rock Balboni Law Group I LC 3475 Lenox Road, N.E. Suite 990 Atlanta, GA 30326

V.

The mailing address of the initial principal office of the Corporation is.

Ernest Communications, Inc c/o Erick H. Rock Balboni Law Group LLC 3475 Lenox Road, N.E. Suite 990 Atlanta, GA 30326

VI.

No director shall have any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission





occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Section 14-2-832 of the Georgia Business Corporation Code; or (d) any transaction from which the director derived an improper personal benefit.

VII.

Any action required by law or by the Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation, and any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Notice of such action without a meeting by less than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.

VIII.

The Corporation shall have the power, acting through its Board of Directors, to make distributions of its assets to its shareholders out of its capital surplus and to repurchase its shares out of its unreserved and unrestricted capital surplus available therefor.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of May , 1998.

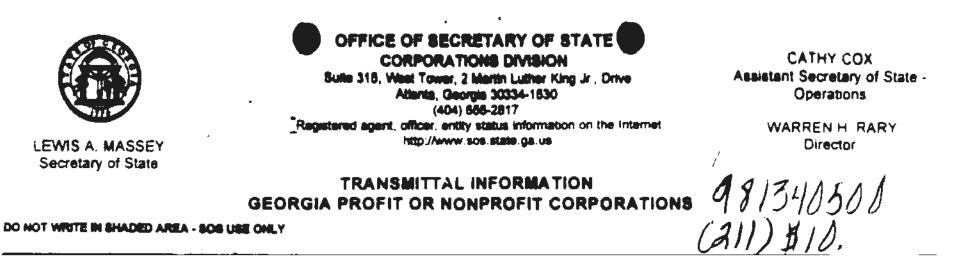
Erick H. Rock, Incorporator

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05/11/98 12 56 PM



LEWIS A. MASSEY Secretary of State



1	981320134		
	Corporate Name Reservation Number		
	Ernest Communications, Inc.		
	Corporate Name		· · · · · · · · · · · · · · · · · · ·
2.	Erick H. Rock	and a start water of the start	404-812-3100
	Applicant/Attorney 3475 Lenox Road, Suite 990		Telephone Number
	Address		·····
	Atlanta	GA	30326
	City	State	Zip Code
	I understand that the information on the database. I certify that a Notice of In \$40.00 has been or will be mailed or del Mail or deliver to the Secretary of State 1) This transmittal form 2) The original and one copy of the 3) A filing fee of \$60.00 payable to 3) A filing fee of \$60.00 payable to Much Muthorized Signature FILIN	corporation or Notice of Intellis to livered to the authorized newspape , at the above address, the follow ne Articles of Incorporation o Secretary of State	encorporate with a publishing fee of ar as required by law

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 13, 1998

BETH PERRIZO UNISEARCH, INC. 1295 BANDANA BLVD N., SUITE 300 ST. PAUL, MN 55108

Qualification documents for ERNEST COMMUNICATIONS, INC. were filed on July 13, 1998 and assigned document number F98000003956. 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.

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 (\$50) 487-6091, the Foreign Qualification/Tax Lien Section.

Lee Rivers Document Specialist Division of Corporations

Letter Number: 798A00037164

14:23

in-orporated.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607. 1343, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORFORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1	Ernest Communications, Inc.		
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7	6475 Jimmy Carter Blvd. Suite	300	1
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	Norcross, GA 30071		
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Come	Telecommunication Services es(s) of emperation anthenized in home state or eq	andre to be constant out in the state of	
Florida)		Star II
0 Mars	a and should address of Woolds weights		Barr beiter III
2. 14	e and street address of Florida register stable)	The apprent (P.O. Box of sells brog	
	-		
	Name: MRAI Services, Inc.		
			-
Office A	ddress: 526 E. Park Avenue		
	Tellahassee	Florida 32301	
10 8	isterned amont's accordance:	(Zip Code)	

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 appeintment 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.

Roth red auguster againer) Aset. Secretary 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 upday the imped which it is

Ernest Communications, Inc.

EXHIBIT II

FINANCIAL CAPABILITY





Ernest Communications, Inc.

Statement of Financial Capability

The purpose of this document is to highlight the financial strengths of the Company and serve as the Company's Statement of Financial Capability.

Ernest Communications, Inc. has sufficient financial capability to provide the requested telecommunication services in Indiana, the financial capability to maintain these services, and the financial capability to meet its lease and ownership obligations. Attached is the July 31, 1998 balance sheet of Ernest Communications, Inc. along with a copy of its July 31, 1998 bank statement at SunTrust Bank.

Ernest Communications, Inc. has not been operating since its inception on May 11, 1998, and therefore does not have an income statement.

The Company has established a strong team to support its venture into the telecommunications market. The Company has and will outsource business functions to obtain expertise and provide a financial and technical competitive advantage in the industry.

Summary

As noted in the analysis documented above, the Company has prepared prudently for its venture into the resold interexchange services market. The Company has positioned itself to add large amounts of revenue growth while keeping expenses under control. The Company has sufficient financial capability to provide the requested telecommunication services, sufficient financial capability to meet all lease and ownership obligations, and sufficient financial capability to maintain a large Customer base.





Ernest Communications, Inc. Balance Sheet July 31, 1998

ASSETS

Checking/Savings Account - SunTrust Bank	<u>\$ 25,000</u>
Total Current Assets	<u>\$ 25.000</u>
Total Assets	<u>\$ 25.000</u>

LIABILITIES

None

STOCKHOLDERS EQUITY

Capital Stock	\$ 1,000
Paid in Capital	24,000
Retained Earnings	<u> </u>

Total Liabilities and Stockholders Equity

<u>\$ 25.000</u>



SunTrust Bank, Atlanta Post Office Box 4418 Atlanta, GA 30302-4418



JULT 31, 1998

EDEST COMMUNICATIONS INC

6475 JINNY CARTER BLVD NORCHOSS GA 30071-1726 #8800177712

TO WHOM IT MAY CONCERN:

ERMEST COMMUNICATIONS INC HAS OPENED A CHECKING ACCOUNT WITH SUMTRUST BANK AND THE CURRENT BALANCE TODAY IS \$25,000.00. IF THERE ARE ANY ADDITIONAL QUESTIONS OR PROBLEMS, PLEASE CALL ME AT (770)-409-5691.

SINCEPELY,

Herscherun

SANDY D ALRSCHBAIM SALES & SERVICE REPRESENTATIVE PEACHTREE CORNERS BRANCE



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

Clearly, Ernest Communications, Inc. has the financial capability and financial management skills to provide Alternative Local Exchange Service in Florida.

2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.

Please see response to question #1.

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

Please see response to question #1.

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.

Ernest Communications, Inc.

EXHIBIT III

MANAGERIAL CAPABILITY





Ernest Communications, Inc.'s management team includes the following professionals:

Joseph Ernest	President and Chief Executive Officer
Paul Masters	Vice President of Legal and Finance
Jeff Smock	Vice President of Operations

The team consists of members who possess experience in primary business disciplines of managing a successful telecommunications company. The individuals on the team have experience in the provision of quality telecommunications services and successful business management. The profiles of the each member of the management team are noted below.

Joseph Ernest. President and Chief Executive Officer

Mr. Ernest has been the President and Chief Executive Officer of Ernest Communications, Inc. since its inception in May 1998. In that capacity, Mr. Ernest is responsible for the strategic direction of the Company, evaluating new services and markets, and promoting the financial health of the Company.

Paul Masters. Vice President-Legal and Finance

Mr. Masters has served as the Vice President-Legal and Finance for the Company since its inception in May 1998. Mr. Masters is responsible for assisting Mr. Ernest on the strategic direction of the Company, evaluating, negotiating and executing contracts, promoting the financial health of the Company, maintaining the Company's accounting and legal records and evaluating strategic plans for financial prudence.

The team consists of members who possess experience in primary business disciplines of managing a successful local exchange and manufacturing company. The individuals on the team have experience in the provision of quality telecommunications services and successful business management.

Ernest Communications, Inc.

EXHIBIT IV

TECHNICAL CAPABILITY



TECHNICAL CAPABILITY



Ernest Communications, inc. has been in the business of manufacturing pay telephone equipment since 1990. The company has a proven track record for providing high quality services and responsive customer service.

The company intends to provide local exchange service throughout Florida as a reseller of the incumbent local exchange company's facilities. As a reseller, Ernest Communications, Inc. will rely on its facilities-based underlying carriers for the operation and maintenance of the local exchange network. The company will use only reputable underlying carriers to ensure that high quality service is provided to customers. Ernest Communications's resale experience in the interexchange services market will enable it to competently manage the technical aspects of its resold local exchange services. In its expansion into the local exchange market, to the benefit of its customers, the company will take advantage of many of its existing operations including billing arrangements, customer services and network management.

The profiles of key personnel provided in Exhibit II of this application provide further evidence of the company's technical capability to provide local services.



Tel: 407-740-8575

Fax: 407-740-0613

DEPOSIT

DATE AUG 1 4 1998

August 12, 1998 Overnight

DOCUMENT WINNER - DATE

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981027-TV

210 N. Park Ave.Winter Park, FL32789Proceeding32789Proceeding</t

Re: Application of Ernest Communications, Inc. for Authority to Provide Alternative Local Exchange Service

tmi@tminc.com Dear Mr. D'Haeseleer:

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Any questions pertaining to this filing may be addressed to me at (407) 740-8575.

Sincerely,

K. Bala

Louise K. Beale Consultant to Ernest Communications, Inc.

