



DEPOSIT  
**D057 -**

DATE  
JAN 06 1999

JAN 06 1999  
Via Overnight Delivery

Ms. Blanca Bayo, Director  
Division of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oaks Boulevard  
Gerald L. Gunter Bldg., Room 270  
Tallahassee, FL 32399-0850

RE: Initial Application of **ComScape Communications, Inc.** to Provide Resold  
Interexchange Telecommunications Services in Florida


Dear Ms. Bayo:

Enclosed for filing are the original and six (6) copies of the above referenced  
application of ComScape Communications, Inc. to provide resold Interexchange  
Telecommunications Services in Florida.

Also enclosed is a check in the amount of \$250 for the filing fee.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover  
letter and returning to me in the self-addressed, stamped envelope enclosed for that  
purpose. Questions pertaining to this application or tariff should be directed to my  
attention at (407) 740-8575.

Sincerely,

  
Thomas M. Forte  
Consultant to ComScape Communications, Inc.

H.ks

Enclosures

cc: Bhogin M. Modi, ComScape  
File: ComScape - FL IXC  
tms: FL19800

Stamp and  
Deposit

*Handwritten initials*

DOCUMENT NUMBER - DATE

00230 JAN-6 99

STAMPING



January 5, 1999  
Via Overnight Delivery

210 N. ...  
Tallahassee, FL  
32399-0850  
Phone: (904) 204-8875  
Fax: (904) 204-2673  
WWW.COMSCAPE.COM

Ms. Blanca Bayo, Director  
Division of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oaks Boulevard  
Gerald L. Gunter Bldg., Room 270  
Tallahassee, FL 32399-0850

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Sincerely,

Thomas M. Forte  
Consultant to ComScape Communications, Inc.

TF/ks

Enclosures

cc: Bhogin M. Modi, ComScape  
File: ComScape - FL IXC  
tms: FLi9800

DOCUMENT NUMBER-DATE

00230 JAN-6 99

REGISTRATION

*[Vertical stamp or handwritten notes]*

... and  
Deposit.



DEPOSIT  
**D057**

DATE  
JAN 06 1999

January 5, 1999  
Via Overnight Delivery

210 N. Park Ave.  
Winter Park, FL  
32789

Ft. Drawer 200  
Winter Park, FL  
32790-0200

tel 407 740 8575  
fax 407 740 0613  
msc@mtinc.com

Ms. Blanca Bayo, Director  
Division of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oaks Boulevard  
Gerald L. Gunter Bldg., Room 270  
Tallahassee, FL 32399-0850

RE: Initial Application of **ComScape Communications, Inc.** to Provide Resold Interexchange Telecommunications Services in Florida

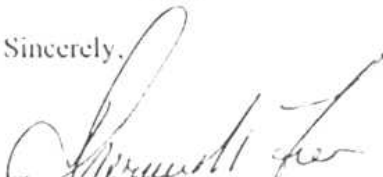
Dear Ms. Bayo:

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Sincerely,

  
Thomas M. Forte

DOCUMENT NUMBER-DATE

00230 JAN-66



**ComScape**  
TELECOMMUNICATIONS

DISBURSEMENT ACCOUNT  
1926 10TH AVENUE NORTH, SUITE 305  
WEST PALM BEACH, FL 33461  
(561) 540-4760

KEY BANK  
NATIONAL ASSOCIATION

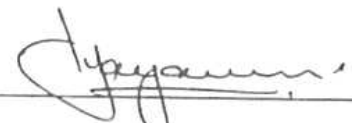
032965

CHECK DATE	CONTROL NUMBER	AMOUNT
12/28/98	032973	\$*****250.00

PAY Two Hundred Fifty and 00/100 ----- US

Florida Public Service Commisn  
2450 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850  
United States

TO THE ORDER OF



**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 Boulevard  
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**



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:**

- Original Authority** ( new company )
- Approval of transfer** ( to another certificated company )
- Approval of assignment of existing certificate** ( to a noncertificated company )
- Approval for transfer of control** ( To another certificated company )

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

**ComScape Communications, Inc.**

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

**Not applicable**

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

**ComScape Communications, Inc.**  
**1926 10<sup>th</sup> Avenue North, Suite 305**  
**West Palm Beach, FL 33461**  
**Phone: (561) 540-4760**  
**Fax: (561) 547-4547**

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

**See #5 Above**

7. Structure of organization:

- Individual
- Foreign Corporation
- General Partnership
- Other, \_\_\_\_\_
- Corporation
- Foreign Partnership
- Limited Partnership

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

**Not applicable.**

- (a) Provide proof of compliance with the foreign partnership statute (Chapter 620.169 FS), if applicable.
- (b) Indicate if the individual or any of the partners 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.
  - (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 the company, give reason why not.

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: F98000006755

- (b) Name and address of the company's Florida registered agent.

**Mr. Bhogin M. Modi**  
**Corporate Headquarters**  
**1926 10<sup>th</sup> Avenue North, Suite 305**  
**West Palm Beach, FL 33461**  
**Phone: (561) 540-4760**  
**Fax: (561) 547-4547**

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

Fictitious name registration number: **Not Applicable**

(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 officer, director or stockholder of the Company has been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime. No officer, director or stockholder of the Company are involved in proceedings which may result in such action.**

(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 the company, give reason why not.

**No officer, director, partner or stockholder of the Company is an officer, director or stockholder in any other Florida certificated telephone company.**

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

(a) The application:

**Thomas M. Forte  
Consultant to ComScape Communications, Inc.  
Technologies Management, Inc.  
P.O. Drawer 200  
Winter Park, FL 32790-0200  
Phone: (407) 740-8575  
Fax: (407) 740-0613**

(b) Official Point of Contact for the ongoing operations of the company:

**Mr. Bhogin M. Modi, Vice President  
ComScape Communications, Inc.  
1926 10<sup>th</sup> Avenue North, Suite 305  
West Palm Beach, FL 33461  
Phone: (561) 540-4760  
Fax: (561) 547-4547**

- (c) Tariff:

**Thomas M. Forte**  
**Consultant to ComScape Communications, Inc.**  
**Technologies Management, Inc.**  
**P.O. Drawer 200**  
**Winter Park, FL 32790-0200**  
**Phone: (407) 740-8575**  
**Fax: (407) 740-0613**

- (d) Complaints/Inquiries from customers:

**Customer Service Manager**  
**ComScape Communications, Inc.**  
**1926 10<sup>th</sup> Avenue North, Suite 305**  
**West Palm Beach, FL 33461**  
**Phone: (561) 540-4760**  
**Fax: (561) 547-4547**

11. List the states in which the applicant:

- (a) Has operated as an interexchange carrier.

**West Virginia**

- (b) Has applications pending to be certificated as an interexchange carrier.

**ComScape Communications, Inc. is presently in the process of obtaining certification in New York, New Jersey, North Carolina, South Carolina and Georgia.**

- (c) Is certificated to operate as an interexchange carrier.

**ComScape Communications, Inc. is presently in the process of obtaining certification in New York, New Jersey, South Carolina, Georgia, and North Carolina.**

- (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 carrier or other telecommunications entity, and the circumstances involved.

**None**

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

- |   |                                    |
|---|------------------------------------|
| <input type="checkbox"/> Facilities   | <input type="checkbox"/> Operators |
| <input type="checkbox"/> Billing and Collection                                 | <input type="checkbox"/> Sales     |
| <input type="checkbox"/> Maintenance  |                                    |
| <input checked="" type="checkbox"/> Other: <b>None anticipated at this time</b> |                                    |

13. Do you have a marketing program?

**No**

14. Will your marketing program:

**Not Applicable**

- Pay commissions?
- 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.).

**Not Applicable**

**18. (Cont'd.)**

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 statements, 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 Attachment IV.**

C. Technical capability.

**As a reseller, ComScape relies on the technical expertise of its underlying carrier for maintenance of the network.**

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 Attachment II.**

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 is 800

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

Method of access is FGA

Method of access is FGB

Method of access is 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 mbps, 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, 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).

**For direct dialed calls: 10xxx + destination number**

**For 800 calls: 1+ subscriber's 800 telephone number**

**For travel service calls: an 800 access number, plus identification number, plus the destination telephone number.**

22. Other:

**\*\* APPLICANT ACKNOWLEDGMENT STATEMENT \*\***

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of 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.
7. **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:

Bhogilal M. Modi  
Signature

12.24.98  
Date

Bhogin M. Modi, Vice President  
Title

(561) 540-4760  
Telephone

APPENDICES:

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

ATTACHMENTS:

- I - AUTHORITY TO OPERATE IN FLORIDA
- II - PROPOSED TARIFF
- III - FINANCIAL STATEMENTS
- IV - MANAGERIAL AND TECHNICAL CAPABILITIES

**\*\* APPENDIX A \*\***

**CERTIFICATE OF TRANSFER STATEMENT**

I, (TYPE NAME) \_\_\_\_\_,  
(TITLE) \_\_\_\_\_, of (NAME OF COMPANY)  
\_\_\_\_\_, 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.

**Not Applicable.**

UTILITY OFFICIAL:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Title

\_\_\_\_\_  
Telephone

**\*\* 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 may be 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:

Bhogilal M. Modi  
Signature

12.24.98  
Date

Bhugin M. Modi, Vice President  
Title

(561) 540-4760  
Telephone

**\*\* APPENDIX C \*\***

**INTRASTATE NETWORK**

	POP:	SWITCHES:	TRANSMISSION FACILITIES:	POP-to-POP	TYPE	OWNERSHIP
1.	Addresses where located, and indicate if owned or leased.	Address where located, by type of switch and indicate if owned or leased.	POP-to-POP facilities by type of facilities (microwave, fiber copper, satellite, etc.) and indicate if owned or leased.	POP-to-POP	TYPE	OWNERSHIP
	1) None	1) None	1) None	1) None		
	2)	2)	2)	2)		
	3)	3)	3)	3)		
	4)	4)	4)	4)		
2.						
3.						
4.						

**Statewide**

4. ORIGINATING SERVICE: Please provide the list of exchanges where you are proposing to provide originating service within thirty (30) days after the effective date of the certificate. (Appendix D)

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).

**Not applicable**

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 service begin?

**Not applicable**

- (b) If the services are not currently offered, when were they discontinued?

**Not applicable**

UTILITY OFFICIAL:

Bhogilal M. Modi  
Signature

12-24-98  
Date

Bhagin M. Modi, Vice President  
Title

(561) 540-4760  
Telephone

**\*\* APPENDIX D \*\***

**FLORIDA TELEPHONE EXCHANGES  
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 EXCHANGES \*\***

Extended Service Area with These Exchanges:

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.
GAINESVILLE:	Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALA:	Bellevue, Citra, Dunnellon, Forest Lady Lake (B21), McIntosh, Iklawaha, 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, Winter Park, Wintermere, Winter Garden, Winter Springs, and Oviedo-Winter Springs.

WINTER PARK: Apopka, East Orange, Lake Buena Vista, Orlando, Oviedo, Sanford, Wintermere, Winter Garden, Oviedo-Winter Springs, Reedy Creek, Geneva and Montverde.

TIFFINVILLE: Cocoa and Cocoa Beach.

COCOA: Cocoa Beach, Eau Gallie, Melbourne and Titusville.

MILBOURNE: 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.

**Comscape Communications, Inc. intends to offer service throughout the State of Florida.**

**ATTACHMENT I**

**AUTHORITY TO OPERATE IN FLORIDA**

ComScape Communications, Inc. is a Delaware Corporation and is providing a copy of its Articles of Incorporation and Florida Secretary of State Certificate as proof of its authority to operate within the state.

CERTIFICATE OF INCORPORATION  
OF  
COMSCAPE COMMUNICATIONS, INC.

ARTICLE I  
NAME

The name of the Corporation is ComScape Communications, Inc. (the "Corporation").

ARTICLE II  
ADDRESS OF REGISTERED OFFICE IN DELAWARE

The address of the Corporation's registered office in the State of Delaware is 5 Orchid Street, in the City of Newark, County of New Castle, Zip Code 19702. The name of its registered agent at such address is Pravin Patel.

ARTICLE III  
PURPOSE

The Corporation is formed for the purpose of engaging in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

The Corporation reserves the right at any time and from time to time to change its purposes in any manner which is permitted by statute or which has been authorized or approved by this Certificate of Incorporation, if applicable. A properly approved or authorized change of purpose will be binding and conclusive upon every stockholder of the Corporation, including stockholders who voted against the change. No stockholder will be entitled to payment of the fair cash value of his shares due to a change in purpose of the Corporation.

Each purpose identified in this Article is independent of all other purposes, and will not be limited or restricted by any other clause or paragraph of this Certificate of Incorporation.

#### ARTICLE IV SHARE STRUCTURE

The total number of shares of stock which the Corporation shall have authority to issue is 1,500 shares of common stock, without par value, all of the same class (hereinafter referred to as "Common Stock"). Each share of Common Stock shall be without distinction as to powers, rights and preferences. Each holder of record of shares of Common Stock shall be entitled to one vote for each share of such stock upon all matters presented to the stockholders.

#### ARTICLE V INCORPORATORS

The name and mailing address of the incorporator is Susan A. Peterson, Thompson Hine & Flory LLP, One Columbus, 10 West Broad Street, Columbus, Ohio 43215-3435.

#### ARTICLE VI ELIMINATION OF BALLOT FOR THE ELECTION OF DIRECTORS

The directors of the Corporation need not be elected by written ballot.

#### ARTICLE VII INDEMNIFICATION

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including

attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, the Corporation shall pay all expenses (including attorneys' fees) actually and reasonably incurred by any person by reason of the fact that such person is or was an officer or director of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding (other than an action by the Corporation on its own behalf) upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that he is not entitled to be indemnified by the Corporation as authorized by the General Corporation Law of the State of Delaware.

The rights of indemnification granted pursuant to this Article shall not be exclusive of other indemnification rights, if any, granted to such person and shall inure to the benefit of the heirs and legal representatives of such person.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for the breach of his fiduciary duty as a director.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, no repeal of or restrictive amendment of this Article and no repeal, restrictive amendment or termination of effectiveness of any law authorizing this Article will apply to or affect adversely any right or protection of any director or officer for or with respect to any acts or omissions of such director or officer occurring prior to such repeal, amendment or termination of effectiveness.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, the indemnification and advancement of expenses provided by this Article will apply with respect to acts or omissions occurring prior to the adoption of this Article.

#### ARTICLE VIII OPT-OUT OF INTERESTED STOCKHOLDER PROVISION

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE IX  
AMENDMENT OF BYLAWS

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal the Bylaws of this Corporation, without any action on the part of the stockholders, but the stockholders may make, adopt, alter, amend and repeal the Bylaws whether adopted by them or otherwise.

THE UNDERSIGNED, the sole incorporator named above, hereby signs this Certificate of Incorporation as of September 8, 1997.

COMSCAPE COMMUNICATIONS, INC.

By: \_\_\_\_\_  
Susan A. Petersen, Incorporator

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the application by COMSCAPE COMMUNICATIONS, INC., a Delaware corporation, authorized to transact business within the State of Florida on December 14, 1998 as shown by the records of this office.

The document number of this corporation is F98000006755.

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



CR2EO22 (2-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State

# State of Florida



## Department of State

I certify from the records of this office that COMSCAPE COMMUNICATIONS, INC., is a corporation organized under the laws of Delaware, authorized to transact business in the State of Florida, qualified on December 14, 1998.

The document number of this corporation is F98000006755.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1998, and its status is active.

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

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



CR2EO22 (2-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State



**ATTACHMENT II**  
**PROPOSED TARIFF**

**TITLE PAGE**

FLORIDA TELECOMMUNICATIONS TARIFF

OF

**ComScape Communications, Inc.**

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of resold telecommunication services provided by ComScape Communications, Inc. with principal offices located at 1926 10<sup>th</sup> Avenue North, Suite 305, West Palm Beach, FL 33461. This tariff applies for services furnished within the State of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

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ISSUED: January 6, 1999

EFFECTIVE:

Issued by:           Bhogin M. Modi, Vice President - Marketing and Sales  
                                  1926 10<sup>th</sup> Avenue North, Suite 305  
                                  West Palm Beach, FL 33461

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**CHECK SHEET**

Pages of this tariff, as indicated below, are effective as of the date shown at the bottom of the respective pages. Original and revised pages, 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.

<b>PAGE</b>	<b>REVISION</b>	<b>PAGE</b>	<b>REVISION</b>
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2	Original *	27	Original *
3	Original *	28	Original *
4	Original *	29	Original *
5	Original *	30	Original *
6	Original *	31	Original *
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8	Original *	33	Original *
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13	Original *	38	Original *
14	Original *	39	Original *
15	Original *	40	Original *
16	Original *	41	Original *
17	Original *	42	Original *
18	Original *	43	Original *
19	Original *	44	Original *
20	Original *		
21	Original *		
22	Original *		
23	Original *		
24	Original *		
25	Original *		

\* - indicates those pages includes with this filing

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### SYMBOLS

The following are the only symbols used for the purposes indicated below:

- (D) - Delete or Discontinue
- (I) - Change Resulting in an Increase to a Customer's Bill
- (M) - Moved from another Tariff Location
- (N) - New
- (R) - Change Resulting in a Reduction to a Customer's Bill
- (T) - Change in Text or Regulation but no Change in Rate or Charge.

When changes are made in any tariff sheet, a revised sheet will be issued canceling the tariff sheet affected. Changes will be identified on the revised sheet(s) through the use of the above mentioned symbols.

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**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 FPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FPSC follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff pages in effect. Consult the check sheet for 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).
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  - 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 FPSC, 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 pages 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 the check sheet if these are the only changes made to it (i.e., the format, etc. remains 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 FPSC.

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**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS**

**Access Line** - An arrangement which connects the Subscriber's or Customer's location to the Carrier's designated point of presence or network switching center.

**Authorized User** - A person, firm or corporation, or any other entity authorized by the Customer or Subscriber to communicate utilizing the Company's services.

**Carrier or Company** - ComScape Communications, Inc. unless otherwise indicated by the context.

**ComScape** - Used throughout this tariff to refer to ComScape Communications, Inc. unless otherwise indicated by the text.

**Customer** - The person, firm or corporation, or other entity which orders, cancels, amends, or uses service and is responsible for the payment of charges and/or compliance with tariff regulations.

**Customer Premises Equipment** - Terminal equipment, as defined herein, which is located on the Customer's premises.

**Dedicated Access** - See Special Access Origination/Termination.

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**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)**

**Operator Assisted Call** - An intrastate telephone connection completed through the use of the Company's operator.

**Operator Services** - Any telecommunication service that includes, as a component, any automatic or live assistance to a Customer or its Authorized User to arrange for billing or completion, or both, of an intrastate interLATA telephone call through a method other than:

- (A) automatic completion with billing to the telephone from which the call originated; or
- (B) completion through an access code used by an Authorized User, with billing to an account previously established with the carrier by the Authorized User.

**Operator Service Charge** - a non-measured (fixed) charge that is added to a measured charge in calculating the total tariff charges due for a completed Operator Assisted call.

**Operator Service Provider ("OSP")** - Any person or entity that provides operator services by using either live or automated operator functions. When more than one entity is involved in processing an operator service call, the party billing the calls shall be considered the OSP. However, subscribers to customer-owned pay telephone service shall not be deemed to be an OSP.

**Operator Station Calls** - An Operator Assisted call wherein the person originating the call is assisted by an operator but does not specify a particular person, department or extension to be reached through a PBX attendant.

**Person-to-Person Calls** - An Operator Assisted call which is placed under the stipulation that the caller will speak only to a specific called party, a specified extension or office to be reached through a PBX attendant. Such a call is not completed until either the specific party named by the caller is contacted, or the caller agrees to speak to a different party. The caller must arrange with the operator to make a person-to-person call; otherwise, all Operator Assisted calls will be treated as Operator Station calls.

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**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)**

**Real Time Rated** - An intrastate call placed with the assistance of an operator, for which charges are collected by an Aggregator, normally a hotel or motel, may be a hospital, from the guest or occupant of the room from which the call originated. A call of this type requires that the Company communicate the call detail and charges back to the originating location following completion of the call. This service is provided only where authorized by the Aggregator. Calls of this type are rated according to the Real Time Rate Schedules herein.

**Sent Paid Coin** - Sent paid coin rates apply to calls placed from pay telephone stations and paid for by depositing coins at the pay telephone and are rated in real time. A call of this type requires the Company to communicate and collect the charges from the originating location.

**Third Party Calls** - An Operator Assisted call for which charges are billed not to the originating number, but to a third party telephone number which is neither the originating nor the terminating telephone number.

**Special Access Origination/Termination** - Where originating or terminating access between the Customer and the interexchange carrier is provided on dedicated circuits. The LEC provides these dedicated circuits from the Customer's location to the Company's point of presence. The rates and charges for dedicated circuits are determined by the LEC and the Customer is responsible for payment of these charges to the LEC.

**Subscriber** - The person, firm, corporation, or other legal entity which arranges for services of the Company on behalf of itself or Authorized Users. The Subscriber is responsible for compliance with the terms and conditions of this tariff. A Subscriber may also be a Customer when the Subscriber uses services of the Company.

**Switched Access Origination/Termination** - Where originating or terminating access between the Customer and the interexchange carrier is provided on local exchange company Feature Group circuits.

**Terminal Equipment** - Devices, apparatus, and associated wiring, such as teleprinters, telephones, or data sets.

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**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)**

**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 purposed of rating calls.

**Abbreviations**

The following abbreviations are used herein only for the purposes indicated below:

C.O.	-	Central Office
Corp.	-	Corporation
FCC	-	Federal Communications Commission
FPSC	-	Florida Public Service Commission
IXC	-	Interexchange Carrier
LATA	-	Local Access and Transport Area
LEC	-	Local Exchange Carrier
MTS	-	Message Telecommunications Service
PBX	-	Private Branch Exchange

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## SECTION 2 - RULES AND REGULATIONS

### 2.1 Undertaking of ComScape Communications, Inc.

ComScape is a resale common carrier providing intrastate direct dialed (1+) services to Customers within the State of Florida.

ComScape services and facilities are furnished for communications originating at specified points within the State of Florida under terms of this tariff.

ComScape provides for the installation, operation, and maintenance of the communications services provided herein in accordance with the terms and conditions set forth under this tariff. ComScape may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities, when authorized by the Customer, to allow connection of a Customer's location to the ComScape services. The Customer shall be responsible for all charges due for such service arrangement.

The Company's services is provided on a monthly basis unless otherwise provided, and are available twenty-four (24) hours per day, seven (7) days per week.

### 2.2 Applicability of Tariff

This tariff is applicable to telecommunications services provided by ComScape within the state of Florida.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)****2.3 Payment and Credit Regulations****2.3.1 Payment Arrangements**

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer for transmission of calls via the Company. The Customer agrees to pay to the Company or its authorized agent any cost(s) incurred as a result of any delegation of authority resulting in the use of his or her communications equipment and/or network services which result in the placement of calls via the Company. The Customer agrees to pay the Company or its authorized agent any and all cost(s) incurred as a result of the use of the service arrangement, including calls which the Customer did not individually authorize.

All charges due by the Customer are payable to the Company or any agency duly authorized to receive such payments. Terms of payment shall be according to the rules and regulations of the agency and subject to the rules of regulatory agencies, such as the Florida PSC. Any objections to billed charges must be promptly reported to the Company or its billing agent. Adjustments to Customers' bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

Charges for installations, service connections, moves, and rearrangements, where applicable, are payable upon demand by the Company or its authorized agent. The billing thereafter will include recurring charges and actual usage as defined in this tariff.

**2.3.2 Deposits**

The Company does not require a deposit from the Customer or Subscriber.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.3 Payment and Credit Regulations, (Cont'd.)**

**2.3.3 Advance Payments**

For Customers whom the Company determines an advance payment is necessary, the Company reserves the right to collect an amount not to exceed one (1) month's estimated charges as an advance payment for service. This will be applied against the next month's charges and a new advance payment may be collected for the next month.

**2.3.4 Taxes**

Company reserves the right to bill any and all applicable taxes in addition to normal long distance usage charges, including, but not limited to: Federal Excise Tax, State Sales Tax, Municipal Taxes, and Gross Receipts Tax. Such taxes will be itemized separately on Customer invoices.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)****2.4 Refunds or Credits for Service Outages or Deficiencies****2.4.1 Interruption of Service**

Credit allowances for interruptions of service which are not due to the Company's testing or adjusting, to the negligence of the Customer or Subscriber, or to the failure of channels, equipment and/or communications systems provided by the Customer or Subscriber, are subject to the general liability provisions set forth in this tariff. It shall be the obligation of the Customer to notify Company immediately of any interruption in service for which a credit allowance is desired by Customer. Before giving such notice, the Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any, furnished by Customer. Interruptions caused by Customer-provided, Subscriber-provided or Company-provided automatic dialing equipment are not deemed an interruption of service as defined herein since the Customer has the option of using the long distance network via LEC access. For purposes of credit computation every month shall be considered to have 30 days. For services with a monthly recurring charge, no credit shall be allowed for an interruption of continuous duration of less than twenty-four hours. For message rated toll services, credits will be limited to, at maximum, the price of the initial period of individual call that was interrupted.

The Customer shall be credited for an interruption of one day (24 hours) or more at the rate of 1/30th of the monthly charge for the services affected for each day that the interruption continues.

Credit Formula:

$$\text{Credit} = A/30 \times B$$

A = outage time in days

B = total monthly charge for affected service.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)****2.4 Refunds or Credits for Service Outages or Deficiencies, (Cont'd.)****2.4.2 Inspection, Testing and Adjustment**

Upon reasonable notice, the facilities provided by the Company shall be made available to the Company for such tests and adjustments as may be deemed necessary for maintenance in a condition satisfactory to the Company. No interruption allowance will be granted for the time during which such tests and adjustments are made.

**2.4.3 Liability**

- (A) The liability of the Company for any claim or loss, expense or damage (including indirect, special, or consequential damage) for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff shall not exceed an amount equivalent to the proportionate charges to the Customer for the period of service or the facility provided during which such interruption, delay, error, omission, or defect occurs.
- (B) The Company shall not be liable for any claim or loss, expense, or damage (including indirect, special, or consequential damage), for any interruption, delay, error, omission, or other defect in any service facility, or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by any act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)****2.4 Refunds or Credits for Service Outages or Deficiencies, (Cont'd.)****2.4.3 Liability (cont'd.)**

- (C) The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer and Subscriber against any claim or loss, expense, or damage, (i) for defamation, invasion of privacy, infringement of copyright or patent, unauthorized use of any trademark, trade name, or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property, or entity arising from the material data, information, or content revealed to, transmitted, processed, handled, or used by Company under this tariff, or (ii) for connecting, combining, or adapting Company's facilities with Customer's or Subscriber's apparatus or systems, or (iii) for any act or omission of the Customer or Subscriber, or (iv) for any personal injury or death of any person, or for any loss of or damage to Subscriber's or Customer's premises or any other property, whether owned by Customer, Subscriber or others, caused directly or indirectly by the installation, maintenance, location, condition, operation, failure or removal of equipment or wiring provided by the Company if not directly caused by negligence of the Company.
- (D) The Company will provide credit on charges disputed by Customer in writing that are verified as incorrect by Company. If objection in writing is not received by Company within a reasonable period of time after bill is rendered (as determined by current law and regulatory policy), the account shall be deemed correct and binding upon the Customer.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.5 Minimum Service Period**

The minimum service period is one month (30 days).

**2.6 Cancellation by Customer**

Unless otherwise specified elsewhere in this tariff or by mutually accepted contract between the Customer and the Company, service may be canceled by the Subscriber or Customer on not less than 30 days prior written notice to the Company.

**2.7 Refusal or Discontinuance by Company**

**2.7.1** Service may be suspended by the Company, without notice to the Customer, by blocking traffic to certain cities or NXX exchanges, or by blocking calls using certain Customer travel cards when the Company deems it necessary to take such action to prevent unlawful use of its service. ComScape will restore services as soon as it can be provided without undue risk, and will upon request by the Customer, assign new travel card codes to replace ones that have been deactivated.

**2.7.2** ComScape may refuse or discontinue service under the following conditions provided that, unless otherwise stated, the Customer shall be given 15 days notice to comply with any rule or remedy any deficiency:

- (A) For non-compliance with or violation of any State, municipal, or Federal law, ordinance or regulation pertaining to telephone service.
- (B) For use of telephone service for any purpose other than that described in the application.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.7 Refusal or Discontinuance by Company, (Cont'd.)**

**2.7.2 (cont'd.)**

- (C) For neglect or refusal to provide reasonable access to ComScape or its agents for the purpose of inspection and maintenance of equipment owned by ComScape or its agents.
- (D) For noncompliance with or violation of Commission regulation or ComScape's rules and regulations on file with the Commission, provided five (5) working days' written notice is given before termination.
- (E) For nonpayment of bills, provided that suspension or termination of service shall not be made without five (5) days written notice to the Customer, except in extreme cases. Such notice will be provided in a mailing separate from the customer's regular monthly bill for service.
- (F) Without notice in the event of Customer or Authorized User use of equipment in such a manner as to adversely affect ComScape's equipment or service to others.
- (G) Without notice in the event of tampering with the equipment or services owned by ComScape or its agents.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.7 Refusal or Discontinuance by Company, (Cont'd.)**

**2.7.2 (cont'd.)**

- (H)** Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, ComScape may, before restoring service, require the Customer to make, at his or her own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use.
- (I)** Without notice by reason of any order or decision of a court or other government authority having jurisdiction which prohibits Company from furnishing such services.
- (J)** For periods of inactivity over sixty (60) days.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.8 Limitations of Service**

- 2.8.1 Service will be furnished subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this tariff.
- 2.8.2 ComScape reserves the right to discontinue furnishing service, upon written notice, when necessitated by conditions beyond its control, or when the Customer is using the service in violation of the provisions of this tariff, or in violation of law.
- 2.8.3 The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.
- 2.8.4 ComScape reserves the right to discontinue the offering of service or deny an application for service if a change in regulation materially and negatively impacts the financial viability of the service in the best business judgment of the Company.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.9 Use of Service**

Service may be used for any lawful purpose for which it is technically suited. Customers or Subscribers reselling or rebilling ComScape's Florida intrastate service must have a Certificate of Public Convenience and Necessity as an interexchange carrier from the Florida Public Service Commission.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)****2.10 Employee Concessions**

[Reserved for Future Use]

**2.11 Terminal Equipment**

Company's facilities and service may be used with or terminated in Customer-provided or Subscriber-provided terminal equipment or systems, such as PBXs, key systems, multiplexers, repeaters, signaling sets, teleprinters, handsets, or data sets. Such terminal equipment shall be furnished and maintained at the expense of the Customer or Subscriber, except as otherwise provided. Subscriber or Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of Company's service.

**2.12 Applicable Law**

This tariff shall be subject to and construed in accordance with Florida law.

**2.13 Cost of Collection and Repair**

Customer is responsible for any and all costs incurred in the collection of monies due the Company including legal and accounting expenses. The Customer or the Subscriber is also responsible for recovery costs of Company-provided equipment and any expenses required for repair or replacement of damaged equipment.

**2.14 Restoration of Service**

In the event the Customer is disconnected for non-payment, no reconnection charge is required by ComScape. The Customer may be required to pay a "PIC" change charge by the applicable LEC, if one is applicable.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.14 Tests, Pilots, Promotional Campaigns and Contests**

The Company may conduct special tests or pilot programs and promotions at its discretion to demonstrate the ease of use, quality of service and to promote the sale of its services. The Company may also waive a portion or all processing fees or installation fees for winner of contests and other occasional promotional events sponsored or endorsed by the Company. From time to time the Company may waive all processing fees for a Customer.

These promotions will be approved by the FPSC with specific starting and ending dates with promotions running under no circumstances longer than 90 days in any twelve month period.

**2.15 Other Rules**

**2.15.1** ComScape reserves the right to validate the credit worthiness of Customers or Authorized Users through available verification procedures.

**2.15.2** The Company reserves the right to discontinue service, limit service, or to impose requirements on Subscribers or Customers as required to meet changing regulations, rules or standards of the FPSC.

**2.16 Reservation of 800 Numbers**

The Company will make every effort to reserve 800 vanity numbers for customers, but makes no guarantee or warranty that the requested number(s) will be available.

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### SECTION 3 - DESCRIPTION OF SERVICE

#### 3.1 General

- 3.1.1 The Company provides direct dialed (1+) outbound and inbound toll-free long distance, postpaid calling card service, directory assistance, and operator assisted service for communications originating and terminating within Florida. The Company's services are available twenty-four (24) hours per day, seven (7) days a week. Unless otherwise specified in this tariff, intrastate services is offered in conjunction with interstate service.
- 3.1.2 Customers are charged individually for each call placed through the Company's network. Charges may vary by service offering, for of access, mileage band, class of call, time of day, day of week and/or call duration. Customers are billed based on their use of the Company's services and network. Monthly recurring and non-recurring charges may also apply.

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**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)**

**3.2 Billing**

- 3.2.1 Billing for calls placed over the Company's network is based in part on the duration of the call as follows, unless otherwise specified in this tariff:
- 3.2.2 Timing of each call begins when the called station is answered (i.e. when two-way communications are established.) Answer detection is based on standard industry answer detection methods, including hardware and software detection. For Collect Calls, charges apply only if the called party accepts the responsibility for payment. For Person-to-Person Calls -charges apply only if the calling party is connected with the designated called party or an agreed upon substitute.
- 3.2.3 Chargeable time for calls ends when one of the parties disconnects from the call.
- 3.2.4 Unless otherwise specified in this Tariff, the minimum Initial Period for billing for call purposes is thirty (30) seconds.
- 3.2.5 Unless otherwise specified in this tariff, billing for call Additional Periods (usage after the Initial Period) is in six (6) second increments.
- 3.2.6 Any fraction period of partial billing increments is rounded up to the next whole increment.
- 3.2.7 The Company will not knowingly bill for unanswered calls. When a Customer indicates that he/she was billed for an incomplete call, the Company will investigate and may issue credit for the call.

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**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)**

**3.3 Rate Periods and Holidays**

3.3.1 For time of day, usage sensitive services utilizing Day, Evening and Night/Weekend designations, the following rate periods apply unless otherwise specified in this tariff:

	MON	TUES	WED	THUR	FRI	SAT	SUN
8:00 AM TO 5:00 PM *	DAY RATE PERIOD						
5:00 PM TO 11:00 PM *	EVENING RATE PERIOD					EVE	
11:00 PM TO 8:00 AM *	NIGHT/WEEKEND RATE PERIOD						

\* up to but not including.

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**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)****3.3 Rate Periods and Holidays, (cont'd.)**

3.3.2 For time of day, usage sensitive services utilizing Peak and Off-Peak designations, the following rate periods apply unless otherwise specified in this tariff:

	MON	TUES	WED	THUR	FRI	SAT	SUN
7:00 AM TO 11:00 PM *	PEAK RATE PERIOD						
11:00 PM TO 7:00 AM *	OFF-PEAK RATE PERIOD						

\* up to but not including

3.3.3 Calls are billed based on the rate in effect for the actual time period(s) during which the call occurs. Call that cross rate period boundaries may be billed the rates in effect in that boundary for each portion of the call, based on the time of day at the Customer (originator of the call) location.

3.4.4 For services subject to holiday discounts, the following are Company recognized national holidays, determined at the location of the calling station. The evening rate or off-peak rate is used on national holidays, unless a lower rate normally would apply.

New Year's Day	January 1
Memorial Day	As Federally Observed
Independence Day	July 4
Thanksgiving Day	As Federally Observed
Christmas Day	December 25

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**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)****3.5 Calculation of Distance**

- 3.5.1** Usage charges for mileage sensitive services vary based on the type of service subscribed to by the Customer.
- 3.5.2** For services utilizing Switched Access Origination, mileage measurements are based on the airline distance between serving wire centers associated with the originating and terminating points of the call. The serving wire centers of a call are determined by the area codes and exchanges of the origination and terminating points.
- 3.5.3** For any outbound services utilizing Dedicated Access Origination, mileage measurements are based on the distance in airline miles between the Company's access point associated with the station utilizing Dedicated Access Origination and the serving wire center associated with the called station. For inbound services utilizing Dedicated Access Termination, mileage measurements are based on the distance in airline miles between the serving wire center associated with the calling station and the Company's access point associated with the station utilizing Dedicated access Origination.
- 3.5.4** The distance between the originating and terminating points is calculated by using the vertical ("V") and horizontal ("H") coordinates of the serving wire centers or the Company's access points. For determining the airline mileage of a call, the Company references the V and H coordinates as found in BellCore's V&H Tape and NECA FCC Tariff No. 4.

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**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)****3.5 Calculation of Distance, (cont'd.)**

3.5.5 The airline distance is determined as follows:

- Step 1: Obtain the "V" and "H" coordinates for the Wire Centers serving the Customer and the destination point.
- Step 2: Obtain the difference between the "V" coordinates of each of the Wire Centers. Obtain the Difference between the "H" coordinates.
- Step 3: Square the differences obtained in Step 2.
- Step 4: Add the squares of the "V" difference and "H" difference obtained in Step 3.
- Step 5: Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.
- Step 6: Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the Wire Centers.

3.5.6 The formula for distance calculation is:

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

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**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)**

**3.6 ComScape Plus - Switched**

ComScape Plus is an outbound switched service over the Public Switched Telephone Networks (PSTN).

The Company may offer discounts based on the customer contract lengths and/or the customer's monthly usage volume.

**3.7 ComScape Plus - Dedicated**

**3.7.1** ComScape Plus dedicated service is designed for business and institutions, public and private, that want to provide a long distance service to their employees or occupants. This service requires dedicated access and the use of authorized codes.

There is a usage sensitive charge plus one time set up fee. The customer is responsible for providing the dedicated line terminations

The Company may offer discounts based on the customer contract lengths and/or the customer's monthly usage volume.

The minimum call duration for billing purposes is thirty (30) seconds. Additional usage is measured in six (6) second increments for billing purposes

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**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)**

**3.8 ComScape Nationwide 800/888 - Switched**

ComScape Nationwide 800/888 service is an inbound service that allows customers to receive 800/888 calls from throughout the continental US.

The Company may offer discounts based on the customer contract lengths and/or the customer's monthly usage volume.

The minimum call duration for billing purposes is thirty (30) seconds. Additional usage is measured in six (6) second increments for billing purposes

**3.9 ComScape Nationwide 800/888 - Dedicated**

ComScape Nationwide Dedicated 800/888 service is an inbound service that allows customers to receive 800/888 calls from throughout the continental US via dedicated line terminations.

There is a usage sensitive charge plus one time set up fee. The customer is responsible for providing the dedicated line terminations

The Company may offer discounts based on the customer contract lengths and/or the customer's monthly usage volume.

The minimum call duration for billing purposes is thirty (30) seconds. Additional usage is measured in six (6) second increments for billing purposes

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**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)****3.10 ComScape Freedom Postpaid Calling Card Service**

ComScape Freedom Postpaid Calling Card allows customers to make domestic and international calls away from home anywhere in the US. To initiate a ComScape Freedom call, the customer dials a toll free 800/888 number. The voice prompt then instructs the customer input the authorization code, which is the customer's own billed to code. After the proper verification of the authorization code. The voice prompt guides the customer through the available options.

ComScape Freedom calling card is restricted to using ComScape Plus Switched long distance service. A customer must complete and sign a contract (Agreement) form signifying the Customer's agreement to pay for such Postpaid Calling Card Services pursuant to the rates set forth below.

**3.11 Directory Assistance**

Long Distance Directory Assistance for intraLATA and interLATA numbers is available to Customers of the Company's Outbound/Outbound Long Distance Services. A Directory Assistance charge applies to each call regardless of whether the Directory Assistance Bureau is able to furnish the requested telephone number. Customers must dial "1" plus an area code followed by "555-1212" to reach the Company's Long Distance Directory Assistance Bureau.

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**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)****3.12 Public Pay Telephone Surcharge**

- 3.12.1** In order to recover the Company's expenses to comply with the FCC's pay telephone compensation plan effective on October 7, 1997 (FCC 97-371), an undiscountable per call charge is applicable to all interstate, intrastate, and international calls that originate from any domestic pay telephone used to access Company services. This surcharge, which is an addition to standard tariffed usage charges and any applicable service charges and surcharges associated with service, applies for the use of the instrument used to access Company service and is unrelated to the Company service accessed from the pay telephone.
- 3.12.2** Pay telephones include coin-operated and coinless phone owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e. using the # symbol).
- 3.12.3** Whenever possible, the Public Pay Telephone surcharge will appear on the same invoice containing the usage charge for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.
- 3.12.4** The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

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## SECTION 4 - RATES

## 4.1 ComScape Plus - Switched

## 4.1.1 Option One

The minimum call duration for billing purposes is thirty (30) seconds. Additional usage is measured in six (6) second increments for billing purposes

Mileage	DAY		EVENING		NIGHT/WEEKEND	
	Initial Period	Ea. Add'l. Period	Initial Period	Ea. Add'l. Period	Initial Period	Ea. Add'l. Period
All	\$0.1200	\$0.1200	\$0.1200	\$0.1200	\$0.1200	\$0.1200

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## SECTION 4 - RATES, (CONT'D.)

## 4.1 ComScape Plus - Switched, (cont'd.)

## 4.1.2 Option Two

Per Minute Usage Charges, all other classes of calls (Operator Station, Customer Dialed and Operator Dialed Calling Card, Person to Person):

## IntraLATA RATES

Mileage	DAY		EVENING		NIGHT/WEEKEND	
	Initial Minute	Ea.Addl Minute	Initial Minute	Ea.Addl Minute	Initial Minute	Ea.Addl Minute
0-10	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400
11-22	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400
23-55	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400
56-124	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400
125-292	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400
293-430	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400
430+	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400	\$ .2400

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## SECTION 4 - RATES, (CONT'D.)

## 4.1 ComScape Plus - Switched, (cont'd.)

## 4.1.2 Option Two, (cont'd.)

Per Minute Usage Charges, all other classes of calls (Operator Station, Customer Dialed and Operator Dialed Calling Card, Person to Person):

## InterLATA RATES

Mileage	DAY		EVENING		NIGHT/WEEKEND	
	Initial Minute	Ea.Addl Minute	Initial Minute	Ea.Addl Minute	Initial Minute	Ea.Addl Minute
0-10	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500
11-22	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500
23-55	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500
56-124	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500
125-292	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500
293-430	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500
430+	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500	\$.2500

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**SECTION 4 - RATES, (CONT'D.)****4.1 ComScape Plus - Switched, (cont'd.)****4.1.2 Option Two, (cont'd.)****Per Call Surcharges:**

Customer Dialed Calling Card Station	\$1.25
Operator Dialed Calling Card Station	\$1.25
Operator Station	
Collect	\$1.85
Billed to Third Party	\$1.85
Person-to-Person	\$3.75

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## SECTION 4 - RATES, (CONT'D.)

## 4.2 ComScape Plus - Dedicated

The minimum call duration for billing purposes is thirty (30) seconds. Additional usage is measured in six (6) second increments for billing purposes

## Per Minute Rates

Mileage	DAY		EVENING		NIGHT/WEEKEND	
	Initial Period	Ea. Add'l. Period	Initial Period	Ea. Add'l. Period	Initial Period	Ea. Add'l. Period
All	\$0.1000	\$0.1000	\$0.1000	\$0.1000	\$0.1000	\$0.1000

Non-Recurring Charges:

Set Up Charges \$0.00

Monthly Fixed Recurring Charge: \$0.00

Dedicated Access Charge: Access to ComScape's facilities is the responsibility of the customer. Access may be furnished by ComScape. If ComScape furnishes the access, ComScape will order the access facilities from the appropriate local exchange carrier. The customer also has the option of providing their own access with ComScape's approval.

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## SECTION 4 - RATES, (CONT'D.)

## 4.3 ComScape Nationwide 800/888 - Switched

The minimum call duration for billing purposes is thirty (30) seconds. Additional usage is measured in six (6) second increments for billing purposes

## Per Minute Rates

Mileage	DAY		EVENING		NIGHT/WEEKEND	
	Initial Period	Ea. Add'l. Period	Initial Period	Ea. Add'l. Period	Initial Period	Ea. Add'l. Period
All	\$0.1200	\$0.1200	\$0.1200	\$0.1200	\$0.1200	\$0.1200

Non-Recurring Charges:

Set Up Charges

\$10.00

Monthly Fixed Recurring Charge:

\$4.99

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## SECTION 4 - RATES, (CONT'D.)

## 4.4 ComScape Nationwide 800/888 - Dedicated

The minimum call duration for billing purposes is thirty (30) seconds. Additional usage is measured in six (6) second increments for billing purposes

## Per Minute Rates

Mileage	DAY		EVENING		NIGHT/WEEKEND	
	Initial Period	Ea. Add'l. Period	Initial Period	Ea. Add'l. Period	Initial Period	Ea. Add'l. Period
All	\$0.1000	\$0.1000	\$0.1000	\$0.1000	\$0.1000	\$0.1000

Non-Recurring Charges:

Set Up Charges \$15.00

Monthly Fixed Recurring Charge: \$4.99

Dedicated Access Charge: Access to ComScape's facilities is the responsibility of the customer. Access may be furnished by ComScape. If ComScape furnishes the access, ComScape will order the access facilities from the appropriate local exchange carrier. The customer also has the option of providing their own access with ComScape's approval.

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## SECTION 4 - RATES, (CONT'D.)

## 4.5 ComScape Freedom Postpaid Calling Card Service

## Per Minute Rates

Mileage	DAY		EVENING		NIGHT/WEEKEND	
	Initial Period	Ea. Add'l. Period	Initial Period	Ea. Add'l. Period	Initial Period	Ea. Add'l. Period
All	\$0.2050	\$0.2050	\$0.2050	\$0.2050	\$0.2050	\$0.2050

Per Call Surcharge: \$0.25

Payphone Per Call Usage Charge: \$0.30

## 3.11 Directory Assistance

Directory Assistance Charge, Per call \$0.95

## 3.12 Public Pay Telephone Surcharge

Per Call Charge: \$0.35

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**SECTION 4 - CONTRACTS AND PROMOTIONS****5.1 General****5.1.1 Contracts**

At the option of the Company, service may be offered on a contract basis to meet specialized requirements of the Customer not contemplated in this tariff. The terms of each contract shall be mutually agreed upon between the Customer and Company and may include discounts off of rates contained herein, waiver of recurring or nonrecurring charges, charges for specially designed and constructed services not contained in the Company's general service offerings, or other customized features. The terms of the contract may be based partially or completely on the term and volume commitment type of originating or terminating access, mixture of services or other distinguishing features. Service shall be available to all similarly situated Customers for a fixed period of time following the initial offering to the first contract Customer as specific in each individual contract.

**5.1.2 Promotions**

From time to time the Company shall, at its option, promote subscription or stimulate network usage by offering to waive some or all of the nonrecurring or recurring charges for the Customer (if eligible) of target services for a limited duration. Such promotions shall be made available to all similarly situated Customers in the target market area.

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**SECTION 4 - CONTRACTS AND PROMOTIONS**

**5.2 Demonstration of Service Promotion**

From time to time the Company may demonstrate service for potential Customers by providing free use of its network on a limited basis for a period of time, not to exceed one (1) month. Demonstration of service and the type, duration or quantity of service provided will be at the Company's discretion.

**5.3 Competitive Response Promotion**

In order to acquire or retain customers, the Company may match certain offers made by other interexchange carriers/resellers where the customer can demonstrate to the Company's satisfaction that it intends to accept such offer as an inducement to subscribe to or remain subscribed to such other interexchange carrier's/reseller's services.

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**ATTACHMENT III**  
**ComScape Holding Inc.**  
**FINANCIAL STATEMENTS**

**ATTACHMENT III - A**

**ComScape Holding, Inc.**

**Consolidated Balance Sheet**

ComScape Holdings, Inc. is providing a August 31, 1998 Balance Sheet and Income Statement with its application as proof of the company's anticipated Florida revenue projections. This balance sheet shows that ComScape has current assets of \$2,732,374 and current liabilities of \$1,549,667, well above the one-to-one ratio normally used in telecommunications evaluations.

ComScape proposes to operate as a reseller in the state. There are minimal capital requirements or expenses that the company will experience when starting it's Florida operations. All transmission will be provided by the underlying carrier. The company has structured its retail pricing so that its per minute rate covers its per minute cost, thus assuring an almost instantaneous positive cash flow.

The company also points to the resumes provided with the application. These resumes show that ComScape has the managerial experience and entrepreneurial skill necessary to run the company.

ComScape Holdings Inc.  
**Consolidated Balance Sheet**  
As of August 31, 1998

Date 9/25/98 10:22am

Page 1

**Assets**

Current assets

Cash and equivalents

\$2,704,250.26

Total cash and equivalents

2,704,250.26

Receivable

9,747.19

Total Receivable

9,747.19

Inventory

2,511.67

Total Inventory

2,511.67

Notes Receivable

Other current assets

15,865.40

Total other current assets

15,865.40

Total current assets

2,732,374.52

Property and equipment, at cost

213,971.03

Total property and equipment

213,971.03

Other assets

5,631,689.54

Total other assets

5,631,689.54

Investment in subsidiary

Total assets

8,578,035.09

**Liabilities and shareholders' equity**

Liabilities

Current liabilities

Accounts payable

(1,917.15)

Accrued payroll and taxes

419,758.72

Accrued liabilities and interest

731,826.00

Short and current portion of long-term debt

400,000.00

Total current liabilities

1,549,667.57

Un-audited For Management Use Only  
Confidential





ComScape Holdings Inc.  
**Consolidated Income Statement**  
 For the Eight Months Ending August 31, 1998

Date 9/25/98 10:00am

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	August	Year-to-Date
	Amount	Amount
<b>Operating income</b>	<u>\$2,434.18</u>	<u>\$25,447.84</u>
<b>Gross operating income</b>	<b>2,434.18</b>	<b>25,447.84</b>
<b>Cost of sales</b>	<u>17,643.82</u>	<u>40,684.69</u>
Facility cost	17,643.82	40,684.69
<b>Total cost of sales</b>	<u>17,643.82</u>	<u>40,684.69</u>
<b>Operating profit</b>	<b>(15,209.64)</b>	<b>(15,236.85)</b>
<b>Operating expenses</b>		
Salary and related expenses	43,736.92	410,155.90
Employee benefits	(88.23)	25,752.84
Rent	14,799.17	81,097.09
General and administration	8,645.14	64,657.32
Audit and legal services	31,426.45	206,402.07
Payroll service	303.22	1,219.58
Officers' travel and expenses	617.21	14,366.10
Insurance	4,142.13	42,800.58
Travel	2,098.70	27,657.69
Training and employee development		288.00
Dues and subscriptions	790.00	2,229.14
Investor relations		901.26
Advertising		1,023.65
Marketing material		2,567.26
Repairs and maintenance		2,146.54
Operating leases	44.86	1,189.06
Recruiting and relocation	17,321.34	81,628.42
Business taxes and fees	55,525.00	79,767.38
Donations		1,001.00
<b>Total operating expenses</b>	<u>179,361.91</u>	<u>1,046,850.88</u>
<b>Net operating income</b>	<b>(194,571.55)</b>	<b>(1,062,087.73)</b>
<b>Other income/expense</b>		
Other income/expense	177.95	3,359.27
Interest income	(12,077.51)	(76,265.95)
Interest expense		151,778.57
<b>Total other income/expense</b>	<u>(11,899.56)</u>	<u>78,871.89</u>
<b>Net income before tax</b>	<b>(182,671.99)</b>	<b>(1,140,959.62)</b>
<b>Net income after tax</b>	<u><b>(182,671.99)</b></u>	<u><b>(1,140,959.62)</b></u>

**ATTACHMENT IV**  
**MANAGEMENT PROFILES**

## TECHNICAL AND MANAGERIAL BACKGROUND

ComScape is a Florida-based corporation, founded in June 1995, in the business of providing total telecommunications solutions to business and residential customers. Affiliates of ComScape provide broadband PCS-based services pursuant to licensing from the Federal Communications Commission ("FCC") in Charleston, West Virginia, and in 13 surrounding counties. Affiliates of the Company have been awarded licensing from the FCC to operate broadband PCS-based services in the Raleigh-Durham, Wilmington, New Bern, and Jacksonville areas of North Carolina. In addition, ComScape has been awarded authority in West Virginia to provide local exchange and intrastate interexchange telecommunications services throughout the State of West Virginia.

**Ghanshyam C. Patel** — *Chairman of the Board of Directors, President, and Chief Executive Officer*

Mr. Patel, a co-founder of ComScape, was the founder and a principal stockholder of ConQuest Telecommunications Services Corp. and its three subsidiary companies. ConQuest, which was acquired by SmarTalk, generated a profitable \$32 million revenue stream during 1994. Mr. Patel served as chairman of the board and CEO of ConQuest from 1987 to May 1995. Prior to his affiliation with ConQuest, Mr. Patel was a co-founder of LiTel, a regional fiber-optic-based telecommunications carrier (now known as LCI International, with recent revenues in excess of \$1.5 billion). He served as director of planning and regulatory issues from 1984 to 1987. Mr. Patel participated principally in planning, design, regulatory analysis, tariff preparation, business negotiations, and innovative financing. Mr. Patel has served in other technical and management capacities with other firms, including as co-founder of National Telecom, a long distance telephone Company, and manager of United Telephone of Ohio, currently known as Sprint and as an Engineer in GTE of Ohio. He holds a Bachelor of Science degree in physics and electrical engineering.

**Jeremiah P. Byrne** — *Director, Secretary, and Executive Vice President – Corporate Business Development*

Mr. Byrne, a co-founder of ComScape, was the president and co-founder of Byrne Gear Corporation of America in Mansfield, Ohio, a company that manufactures planetary speed reducers. He was also a director of The Byrne Group in Mansfield, Ohio, a multi-industry economic group engaged in real estate development, manufacturing, communications, and health and fitness. Mr. Byrne was also a director and co-founder of Consorcio SLS & Byrne, S.A., Santiago, Dominican Republic, which manages municipal waste collection and landfill operations. He was a co-founder of the Underground Equipment Manufacturers Council in Chicago, Illinois, which represents the interest of manufacturers of underground construction equipment on government and legal issues. Mr. Byrne is a past member of the Royal Tunneling Society, London, England. He possesses a Bachelor of Science degree in business administration.

**Jay K. Jayanthan** — *Director, Treasurer, and Vice President – Finance, Accounting, Administration*

Mr. Jayanthan, a co-founder of ComScape, was the president of a public accounting firm with offices in Dayton and Columbus, Ohio. He has more than 17 years of experience in auditing, accounting, tax consulting, and management consulting. Mr. Jayanthan is also founder and president of a computer consulting company located in Columbus, Ohio. Mr. Jayanthan is a member of the Ohio Society of CPAs, the American Institute of Certified Public Accountants and the Institute of Cost and Management Accountants (U.K.). He is also a member of the Institute of Chartered Accountants of Sri Lanka. Mr. Jayanthan is one of the founders and the past president of the Asian Indian American Business Group in Columbus and a member of the advisory committee of the auditor of State of Ohio.

**Bhugin M. Modi** — *Director and Vice President of Marketing and Sales*

Mr. Modi is a co-founder of ComScape. From 1991 to July 1996 Mr. Modi was the manager of the worldwide desktop multifunction planning and market assessment group of the Xerox Company. In that position, he was responsible for the worldwide strategy and business planning including product, pricing, channel and marketing strategy, and operational implementation plans. Mr. Modi joined Xerox in 1965 and served in several management positions, including operations and marketing support, product planning, engineering, and new product program management. Mr. Modi holds a master of science degree in mechanical engineering and an M.B.A. degree.

**Chaku G. Patel** — *Vice President – Engineering, Operations, and MIS*

For the past 10 years Mr. Patel has been in management positions in engineering, switch operation and MIS at ConQuest Telecommunications, Inc., and LCI International. In those positions, Mr. Patel designed, implemented, and operated large-scale worldwide telecommunications systems and networks, and also handled customer-care-related functions. Mr. Patel has expertise in hardware, software, data processing, and systems engineering. Mr. Patel attended the Ohio State University, Columbus, Ohio.

**Tim Thompson** - *Sales Manager, Charleston, WV*

Mr. Tim Thompson has over 14 years of successful sales and marketing experience in the telecommunications industry. In that time, Tim has been responsible for selling network long distance as the Regional Sales manager for TMC of West Virginia. He has also held sales management position with Executone Information Systems responsible for marketing telecom equipment. Additionally, Mr. Thompson was a Major Account Executive with AT&T for voice, data and Internet solutions marketing to large businesses.

Just prior to joining ComScape, Mr. Thompson held a sales position with Hyperion Communications; and was responsible for successfully starting up the CLEC market in Lexington, KY. He is a graduate of Marshall University

**T. Lindell Agee** — *Sales Engineer*

Mr. Lindell Agee is a 14-year veteran of the cellular telecommunications industry and has vast experience in new market construction, development, and sales management in two metropolitan and nine rural cellular license areas throughout the southeastern United States. Mr. Agee is a sales engineer responsible for supporting marketing and sales of ComScape's communications services, handsets, and accessories. Just prior to joining ComScape, Mr. Agee had been the regional director of sales for Bell Atlantic NYNEX Mobile's western North Carolina area. Mr. Agee attended the University of Tennessee at Knoxville.

**John B. Milton IV** — *Senior Systems Development*

Mr. Milton has held several positions since 1981, when he began programming with database applications on CP/M. He worked for Battelle Memorial Institute developing engineering stress analysis programs for the Office of Nuclear Waste Isolation. As a contract programmer with Optimum Technology, he worked for Sterling Software, CRISP Automation, Sheraton Hotels, the Ohio Bureau of Workers Compensation, and ConQuest Telecommunications. At Applied Innovation he worked on embedded datacomm programming, security, and UNIX device drivers. Mr. Milton worked for an Internet service provider, Megalinx Communications, where he assumed technical responsibilities and aided in expansion of the business. Mr. Milton has been with ComScape since May of 1997.

**Chris C. Chonto** — *Network Operations Manager*

Mr. Chonto has an extensive technical background in the telecommunications business. His experience encompasses both wireless switching and networking from the implementation as well as development perspective. Previous to employment with ComScape, he held positions with Ericsson, Inc. During his nine years with Ericsson, Mr. Chonto was responsible for on-site project implementation and development of Ericsson's wireless local loop ("WLL") systems. In 1996 and 1997 Mr. Chonto worked as a sales manager for Ericsson's wireless PCS group. Mr. Chonto attended the University of Iowa, Iowa City.