

Law Offices
Michael William Skop, P.A.
12865 West Dixie Highway
Second Floor
North Miami, FL 33161

Telephone (305) 899-8588
Facsimile (305) 892-8434

Michael William Skop

July 20, 2000

000990 - TX

To Whom it May Concern:

Please be advised that this office has been retained by DSL Telecom, Inc. to render legal services as needed. I have also been asked to provide this letter as a supporting document in connection with the various applications submitted by DSL Telecom, Inc., to its various communication concerns.

DSL Telecom, Inc. has been provided with the opportunity to take over option 61(c) from the Grand Building in Miami, Florida. They will be paid \$7,500.00 per month as a service fee and will provide local and long distance telephone calls for the residents of the Grand. DSL Telecom estimates that they will provide service to approximately 400 residents with three (3) months from the initial date of operations.

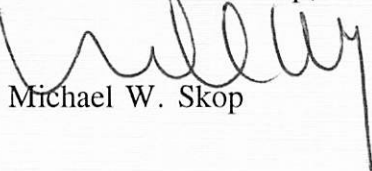
DSL Telecom, Inc. will be seeking contracts with several other buildings in the Miami and Miami Beach areas. They have no cash flow problems, however, if the company needs financing than they expect to receive funds from its sister company, U.S. Alliance Services Corp., a Florida Corporation ("US"). (Please see attached financial documents from "US".)

As a recently formed corporation, DSL Telecom, Inc. has no audited financial statements, and is not indebted to any person or corporation.

Please feel free to contact my office should you have any questions regarding the company.

Sincerely,

Michael William Skop, P.A.



Michael W. Skop

DOCUMENT NUMBER-DATE
09254 JUL 31 8
FPSC-RECORDS/REPORTING

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July 20, 2000

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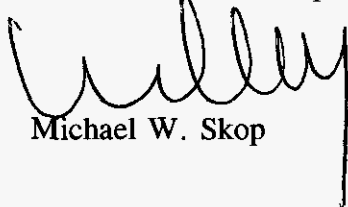
Pursuant to Rule 25-24.825, I have been advised that the following is the proposed partial price list of DSL Telecom, Inc:

1. 7 cents a minute for long distance charges. No additional charges from its subscribers.
2. Additional Monthly Services: \$7.46 line installation, \$5.25 caller ID, \$3.85 Call Waiting, \$4.20 Call Waiting Deluxe, \$3.85 Three Way Calling, \$2.10 Call Forwarding, \$3.85 Star 69, \$2.80 Call Blocking, \$2.80 Call Tracing, \$2.80 Call Selector, \$2.80 Repeat Dialing. These charges are for residential lines. Business lines may be approximately 5% higher.

Please contact my office should you have any further questions.

Sincerely,

Michael William Skop, P.A.



Michael W. Skop

July 17, 2000



Communications Solutions
5450 NW 33rd Ave., Suite 106
Ft. Lauderdale, Florida 33309
954/735-0130
954/677-2037 fax

To Whom It May Concern:

Upon selection by DSL Telecommunications, Williams Communications Solutions, LLC. can provide comprehensive maintenance on Nortel Option 61C PBX equipment.

Please feel free to contact me if you have further questions regarding this relationship. I can be reached at (954) 677-3307.

Sincerely,

A handwritten signature in cursive script that reads "Robert Wainland".

Robert Wainland
Business Consultant

U S ALLIANCE CORPORATION
FINANCIAL STATEMENTS
SEPTEMBER 30, 1999

U S ALLIANCE CORPPORATION
Statement of Operations
and Accumulated Deficit
Fiscal Year Ended September 30, 1999

<u>NET SALES</u>		\$ 2,394,881
<u>COST OF SALES</u>		
WAGES AND SALARIES		<u>1,887,350</u>
<u>GROSS PROFIT</u>		507,531
<u>OPERATING EXPENSES</u>		
ACCOUNTING AND LEGAL	\$ 20,970	
ADVERTISING	10,881	
AUTO AND TRUCK EXPENSE	54,939	
BAD DEBTS	23,890	
DATA PROCESSING EXPENSE	11,482	
DEPRECIATION EXPENSE	1,651	
INSURANCE	13,166	
LICENSES AND TAXES	2,454	
MANAGEMENT FEES	55,000	
OFFICE EXPENSE	5,963	
PAYROLL AND PAYROLL TAXES	237,596	
RENT	2,911	
REPAIRS AND MAINTENANCE	8,676	
SUPPLIES	13,569	
TELEPHONE	26,031	
TRAVEL AND ENTERTAINMENT	4,927	
UNIFORMS	<u>27,183</u>	
TOTAL OPERATING EXPENSES		<u>521,289</u>
INCOME (LOSS) FROM OPERATIONS		(13,758)
OTHER INCOME		<u>7,232</u>
NET INCOME (LOSS)		(6,526)
ACCUMULATED DEFICIT - BEGINNING		<u>(189,951)</u>
ACCUMULATED DEFICIT - ENDING		<u>\$ (196,477)</u>

PLEASE READ ACCOUNTANTS' COMPILATION REPORT, WHICH
IS AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

U S ALLIANCE CORPORATION
Balance Sheet
September 30, 1999

ASSETS

CURRENT ASSETS		
CASH AND EQUIVALENTS	\$ 199,071	
ACCOUNTS RECEIVABLE (NET)	211,373	
EMPLOYEE ADVANCES	<u>460</u>	
TOTAL CURRENT ASSETS		\$ 410,904
PROPERTY AND EQUIPMENT		
EQUIPMENT	8,253	
ACCUMULATED DEPRECIATION	<u>(3,302)</u>	
PROPERTY AND EQUIPMENT (NET)		4,951
OTHER ASSETS		
DEPOSITS		<u>1,500</u>
TOTAL ASSETS		<u>\$ 417,355</u>

LIABILITIES & STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES		
ACCOUNTS PAYABLE AND ACCRUED EXPENSES		\$ 316,217
OTHER LIABILITIES		
DUE TO AFFILIATES	\$ 277,415	
STOCKHOLDER LOANS	<u>200</u>	
TOTAL OTHER LIABILITIES		<u>277,615</u>
TOTAL LIABILITIES		593,832
STOCKHOLDERS' DEFICIT		
CAPITAL STOCK	20,000	
ACCUMULATED DEFICIT	<u>(196,477)</u>	
TOTAL STOCKHOLDERS' DEFICIT		<u>(176,477)</u>
TOTAL LIABILITIES & STOCKHOLDERS' DEFICIT		<u>\$ 417,355</u>

PLEASE READ ACCOUNTANTS' COMPILATION REPORT, WHICH
IS AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

GERSTLE, ROSEN & ASSOCIATES, P.A.*Certified Public Accountants**Mark R. Gerstle, C.P.A.**Robert N. Rosen, C.P.A.*

U S ALLIANCE CORPORATION

We have compiled the accompanying balance sheet of U S Alliance Corporation as of September 30, 1999 and the related statement of operations and accumulated deficit for the fiscal year then ended in accordance with the standards established by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Management has elected to omit substantially all of the disclosures and the statement of cash flows required by generally accepted accounting principles. If the omitted disclosures and statements of cash flows were included in the financial statement, they might influence the user's conclusions about the Company's financial position, results of operations, and cash flows. Accordingly, these financial statements are not designed for those who are not informed about such matters.



GERSTLE, ROSEN & ASSOCIATES, P.A.
CERTIFIED PUBLIC ACCOUNTANTS
November 19, 1999

*One Turnberry Place
19495 Biscayne Boulevard
Suite 705
Aventura, Florida 33180
Dade (305) 937-0116
Broward (954) 389-1616
Boca Raton (561) 347-8917
Palm Beach (561) 687-2192
Fax (305) 937-0128*

*Compson Financial Center
980 North Federal Highway
Suite 401
Boca Raton, Florida 33432
Phone (561) 447-4000
Fax (561) 447-4004*

*5100 Tamiami Trail North
Suite 103
Naples, Florida 34103
Phone: (941) 262-1773
Fax: (941) 263-0166*

**** FLORIDA PUBLIC SERVICE COMMISSION ****

DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

DEPOSIT
D337

DATE
AUG 01 2000

APPLICATION FORM
for

000996-TX

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

Instructions

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Appendix A).
- ◆ Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ 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 Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

- ◆ If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Telecommunications
Bureau of Certification and Service Evaluation
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

APPLICATION

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

Original certificate (new company).

0005 10 00A

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

DSL TELECOM, INC.

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

N/A

4. Official mailing address (including street name & number, post office box, city, state, zip code):

7775 SW 87 AV #110

Mia, FL 33176

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

7775 SW 87 AV #110

Mia, FL 33176

6. Structure of organization:

- () Individual (X) Corporation
() Foreign Corporation () Foreign Partnership
() General Partnership () Limited Partnership
() Other _____

7. If individual, provide:

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

8. If incorporated in Florida, provide proof of authority to operate in Florida:

- (a) The Florida Secretary of State corporate registration number:

_____ P 99 000 111 752 _____

9. If foreign corporation, provide proof of authority to operate in Florida:

- (a) The Florida Secretary of State corporate registration number:

10. If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

- (a) The Florida Secretary of State fictitious name registration number:

11. **If a limited liability partnership**, provide proof of registration to operate in Florida:

(a) The Florida Secretary of State registration number:

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) The Florida registration number: _____

14. Provide **F.E.I. Number**(if applicable): 06-1588653

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

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

16. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: BEY SEDAGAT

Title: V.P.

Address: 1717 N. Bayshore DRIVE

City/State/Zip: Mia, FL 33132

Telephone No. (305) 372-0322 Fax No.: (305) 592-4241

Internet E-Mail Address: Ø

Internet Website Address: Ø

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

Name: BEY SedagAT

Title: V.P.

Address: 1717 N. Bayshore DRIVE

City/State/Zip: Mia, FL 33132

Telephone No. (305) 372-0322 Fax No.: (305) 592-4241

Internet E-Mail Address: N/A

Internet Website Address: N/A

(c) Complaints/Inquiries from customers:

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

N/A - NONE

(b) has applications pending to be certificated as an alternative local exchange company.

N/A - NONE

(c) is certificated to operate as an alternative local exchange company.

N/A - NONE

(d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

N/A - NONE

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

N/A - NONE

- (f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

N/A - NONE

18. Submit the following:

A. Financial capability.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer, **affirming that the financial statements are true and correct** and should include:

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

NOTE: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

Further, the following (which includes supporting documentation) should be provided:

1. written explanation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
 2. written explanation that the applicant has sufficient financial capability to maintain the requested service.
 3. written explanation that the applicant has sufficient financial capability to meet its lease or ownership obligations.
- B. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.
- C. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

WILLIAMS COMMUNICATIONS SOLUTIONS

**** 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 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:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Signature	<u>Bz</u>	Date	<u>7/18/00</u>
Title	<u>President</u>	Telephone No.	<u>305-372-0322</u>
Address:	<u>1717 N Bayshore Dr #3850</u>	Fax No.	<u>(305) 592-4241</u>
	<u>Miami FL 33132</u>		

ATTACHMENTS:

- A - CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B - INTRASTATE NETWORK
- C - AFFIDAVIT

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) _____,

(Title) _____ of (Name of Company) _____

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

- () sale
- () transfer
- () assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

_____ Signature	_____ Date
_____ Title	_____ Telephone No.
Address: _____	_____ Fax No.

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

1. POP: Addresses where located, and indicate if owned or leased.

1) 1717 N. Bayshore DR. 2) owned
MIAMI FL 33132

3) _____ 4) _____

2. SWITCHES: Address where located, by type of switch, and indicate if owned or leased.

1) 1717 N. Bayshore DR. 2) Owned
MIAMI FL 33132

3) _____ 4) _____

3. TRANSMISSION FACILITIES: POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

POP-to-POP

OWNERSHIP

1) USlec, 5301 Blue Lagoon DR. owned
MIAMI FL 33121

2) _____

3) _____

4) _____

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

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

UTILITY OFFICIAL:

Signature	<u>Bay</u>	Date	<u>7/18/00</u>
Title	<u>PM</u>	Telephone No.	<u>305-372-0322</u>
Address:	<u>1717 NORTH BAYSHORE DR 33150</u>	Fax No.	<u>305-592-4281</u>
	<u>Miami FLA</u>		<u>33132</u>

DEPOSIT

DATE

D387

AUG 01 2000

**** FLORIDA PUBLIC SERVICE COMMISSION ****

DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

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Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

- ◆ If you have questions about completing the form, contact:

BEY SEDAGHAT 11/99
 1717 N Bayshore Dr Apt 3850
 Miami, Fl 33132-1172

Date 7/18/00

0265
 63-60/660

Evaluation

Pay to the Order of

Flor. Pub. Service Commission

\$ 250.00

Dollars Security features included. Details on back.

SUNTRUST

SunTrust Bank, Miami, N.A.
Miami, FL (305) 584-4000

For

By _____

0265

DOCUMENT NUMBER-DATE

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