

T2U Co.

1420 S. Powerline Road, Pompano Beach, Florida 33069 Tel 954-975-6466 Fax: 440-871-8832

June 23, 1998

DEPOSIT DATE
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FLORIDA PUBLIC
SERVICE COMMISSION
98 JUN 25 AM 9 24
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Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd., Gerald Gunter Building
Tallahassee, Florida 32399-0850

To Whom It May Concern:

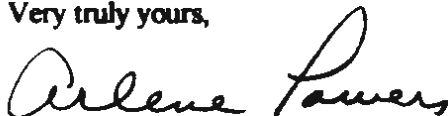
Please find enclosed the original and six (6) copies of the Application Form for Authority to Provide Interexchange Telecommunication Service Within the State of Florida.

Also enclosed is the application fee of \$250.00.

If you have any questions regarding this application, please call 954-975-6466.

Thank you.

Very truly yours,



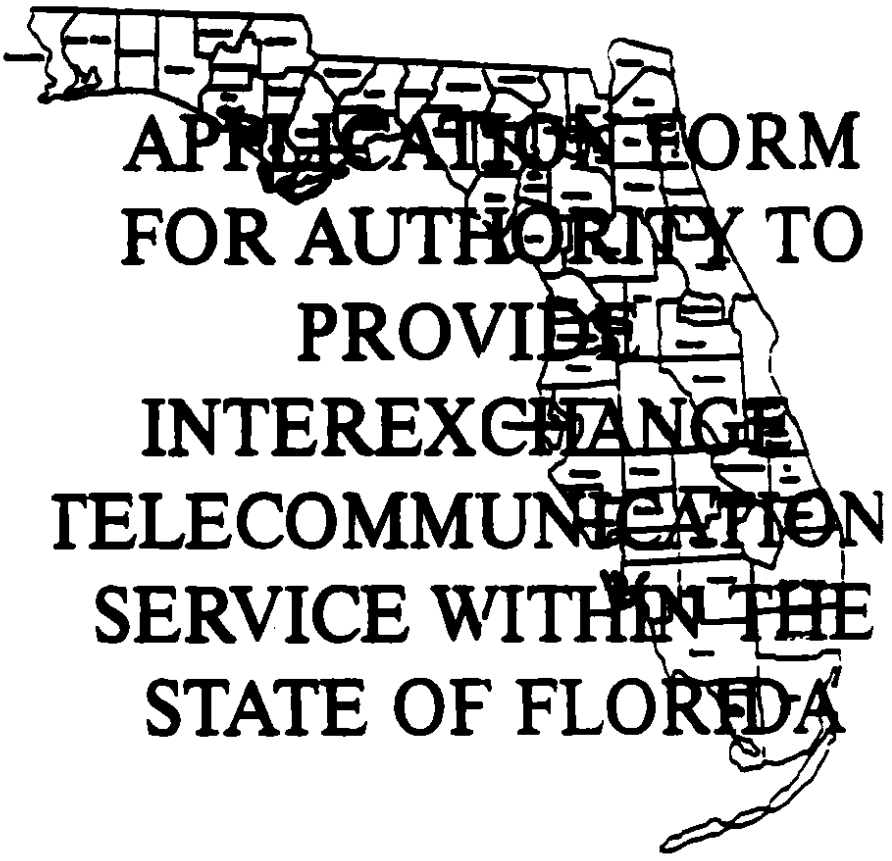
Arlene Powers
Regulatory

DOCUMENT NUMBER DATE

016-1242 JUN 25 88

EPSC REGISTRY REPORTING

ORIGINAL



**APPLICATION FORM
FOR AUTHORITY TO
PROVIDE
INTEREXCHANGE
TELECOMMUNICATION
SERVICE WITHIN THE
STATE OF FLORIDA**

DOCUMENT NUMBER DATE

06737 JUN 25 88

STATE OF FLORIDA

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 DXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.

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

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

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

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

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

Original Authority (New company).

Approval of Transfer (To another certificated company).

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

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

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

T2U Co., Inc.

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

T2U Co., Inc.

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

T2UCO.
25100 DETROIT RD.
WESTLAKE, OHIO 44145

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

*TZU Co.
1420 S. POWERLINE RD.
POMPANO BEACH, FL. 33069*

7. Structure of organization; check which applies.

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

8. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners. *Does not apply.*

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

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

been:

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

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

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: F98000003391

"See attached"

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

ARLENE POWERS
1420 S. POWERLINE RD.
POMPANO BEACH, FL. 33069

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

DOES NOT APPLY

Fictitious name registration number: _____

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

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

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

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

(a) The application;

ARLENE POWERS, REGULATORY
1420 S. POWERLINE RD.
POMPANO BEACH, FL. 33069
954-975-6466

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

RICHARD C. PEPLIN, JR., PRESIDENT
25100 DETROIT RD.
WESTLAKE, OH 44145
440-871-5000

(c) Tariff;

ARLENE POWERS, REGULATORY
1420 S. POWERLINE RD.
POMPANO BEACH, FL. 33069
954-975-6466

(d) Complaints/Inquiries from customers;

ARLENE POWERS, REGULATORY
1420 S. POWERLINE RD.
POMPANO BEACH, FL 33069
954-975-6466

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier. NONE

(b) Has applications pending to be certificated as an interexchange carrier. NONE

(c) Is certificated to operate as an interexchange carrier. NONE

(d) Has been denied authority to operate as an interexchange carrier and the circumstances involved.

NONE

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

NONE

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

NONE

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

- Facilities. Operators.
 Billing and Collection. Sales.
 Maintenance.
 Other: Prepaid Calling Cards

13. Do you have a marketing program? YES (See Attached)

14. Will your marketing program:

- 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.).

See Attached

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

- Residential customers. Business customers.
 PATS providers. PATS station end-users.
 Hotels & motels. Hotel & motel guests.
 Universities. Univ. dormitory residents.
 Other: (specify) _____.

17. Please provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services, and if not who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided? *Yes, the Company name and the name of our 3rd party billing Co. is provided along with an 800# for customer service calls*

(b) Name and address of the firm who will bill for your service.

*ITA (INTERNATIONAL TELEMEDIA ASSOCIATES)
340 INTERSTATE NORTH PARKWAY, SUITE 200
ATLANTA, GA. 30339*

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

A. Financial capability.

FINANCIALS ATTACHED

Regarding the showing of financial capability, the following applies:
The application should contain the applicant's financial statements for the most recent 3 years, including:

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

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

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

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

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

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 attached*

C. Technical capability.

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

See attached

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

- MTS with distance sensitive per minute rates
- Method of access is FGA
- Method of access is FGB
- Method of access is FGD
- Method of access is 800

- MTS with route specific rates per minute
- Method of access is FGA
- Method of access is FGB
- Method of access is FGD
- Method of access 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 mbs., DS-3, etc.)

- Travel Service
- Method of access is 950
- Method of access is 800

- 900 service

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

- Available to inmates

Services included are:


- Station assistance
- Person to Person assistance
- Directory assistance
- Operator verify and interrupt
- Conference Calling

21. What does the end user dial for each of the interexchange carrier services that were checked in services included (above). *END-USER DIALS AN 800#*
22. Other:

**** APPLICANT ACKNOWLEDGEMENT STATEMENT ****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** A non-refundable application fee of \$250.00 must be submitted with the application.
5. **RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding interexchange service.
6. **ACCURACY OF APPLICATION:** By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement. Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083".

UTILITY OFFICIAL:

 Signature <u>RICHARD C. PEARLMAN</u>	<u>6/23/98</u> Date
<u>PRESIDENT</u> Title	<u>440-871-5000</u> Telephone No.


**** 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):

- (✓) 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:

	<u>6-23-98</u>
Signature	Date
<u>Richard C. Peplin, Jr.</u>	
<u>PRESIDENT</u>	<u>440-871-5000</u>
Title	Telephone No.

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the description, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by T2U Co. with principal offices at 25100 Detroit Road, Westlake, Ohio 44145. 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.

ISSUED: June 23, 1998

EFFECTIVE: _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

CHECK SHEET

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

SHEET	REVISION
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original

ISSUED: June 23, 1998

EFFECTIVE _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

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ISSUED: June 23, 1998

EFFECTIVE: _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SYMBOLS SHEET

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 A Rate Or Charge

ISSUED: June 23, 1998

EFFECTIVE: _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

TARIFF FORMAT SHEETS

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. 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 page in effect. Consult the Check Sheet for the sheet currently in effect.

C. **Paragraph Numbering Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

- 2.
- 2.1.
- 2.1.1.
- 2.1.1.A.
- 2.1.1.A.1
- 2.1.1.A.1.(a).
- 2.1.1.A.1.(a)1.
- 2.1.1.A.1(a)1.(i).
- 2.1.1.A.1(a)1.(i).(1).

D. **Check Sheets** - When a tariff filing is made with the 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 this page 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.

ISSUED: June 23, 1998

EFFECTIVE _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to the Company's network switching center.

Authorization Code - A numerical code, one or more of which are available to a customer to enable him/her to access the carrier, and which are used by the carrier both to prevent unauthorized access to its facilities and to identify the customer for billing purposes.

Company or Carrier - T2U Co.

Customer - The person, firm, corporation or other entity which orders service and is responsible for payment of charges due and compliance with the Company's tariff regulations.

Day - From 8:00 AM up to, but not including, 5:00 PM local time, Sunday through Friday.

Evening - From 5:00 PM up to, but not including, 11:00 PM local time, Sunday through Friday.

Holidays - The Company's recognized holidays are New Year's Day, Memorial Day, July 4th, Labor Day, Thanksgiving Day, Christmas Day.

Night/Weekend - From 11:00 PM, up to, but not including, 8:00 AM Sunday through Friday, and 8:00 AM Saturday, up to, but not including, 5:00 PM Sunday.

ISSUED June 23, 1998

EFFECTIVE _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company.

The Company's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this tariff.

The Company installs, operates and maintains the communications services provided herein in accordance with the terms and conditions set forth under this tariff. It 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 Company's network. The customer shall be responsible for all charges due for such service arrangements.

The Company's services and facilities are provided on a monthly basis unless ordered on a longer term basis, and are available twenty-four hours per day, seven days per week.

The selling of IXC telecommunication service to uncertified IXC resellers is prohibited.

2.2 Limitations.

2.2.1 Service is offered subject to the availability of facilities and provisions of this tariff.

2.2.2 The Company reserves the right to discontinue furnishing service or limit the use of service necessitated by conditions beyond its control; or when the customer is using service in violation of the law or the provisions of this tariff.

ISSUED: June 23, 1998

EFFECTIVE: _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SECTION 2 - RULES AND REGULATIONS continued

2.2 Limitations (Cont.)

- 2.2.3 All facilities provided under this tariff are directly controlled by the Company and the customer may not transfer or assign the use of service or facilities, except with the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.
- 2.2.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.
- 2.2.5 Customers reselling or rebilling services must have a Certificate of Public Convenience and Necessity an interexchange carrier for the Florida Public Service Commission.

2.3 Liabilities of the Company.

- 2.3.1 The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur.
- 2.3.2 The Company shall be indemnified and held harmless by the customer against:
 - (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information or other content transmitted over the Company's facilities.
 - (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by the Company.

ISSUED: June 23, 1998

EFFECTIVE: _____

By

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SECTION 2 - RULES AND REGULATIONS

2. 4 Interruption of Service.

2. 4. 1 Credit allowance for the interruption of service which is not due to the Company's testing or adjusting, negligence or the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2. 3. 1 herein. It shall be the customer's obligation to notify the Company immediately of any service interruption for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, if any, furnished by the customer and connected to the Company's facilities. No refund or credit will be made for the time that the Company stands ready to repair the service and the subscriber does not provide access to the Company for such restoration work.

2. 4. 2 No credit shall be allowed for an interruption of a continuous duration of less than twenty-four hours after the subscriber notifies the Company.

2. 4. 3 The customer shall be credited for an interruption of more than twenty-four hours as follows:

Credit Formula:

Credit = A/B x C

"A" - outage time in hours

"B" - total days in month

"C" - total monthly charge for affected facility

ISSUED: June 23, 1998

EFFECTIVE: _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SECTION 1 - RULES AND REGULATIONS continued

2.5 Disconnection of Service by Carrier.

The company (carrier), upon 5 working days written notice to the customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

2. 5. 1 Non-payment of any sum due to carrier for regulated service for more than thirty days beyond the date of rendition of the bill for such service.
2. 5. 2 A violation of any regulation governing the service under this tariff.
2. 5. 3 A violation of any law, rule, or regulation of any government authority having jurisdiction over such service.
2. 5. 4 The company has given the customer notice and has allowed a reasonable time to comply with any rule, or remedy, and deficiency as stated in Rule 25-4.113, F.A.C., Refusal or Discontinuance of Service by Company.

ISSUED: June 23, 1998

EFFECTIVE: _____

By:

Richard C. Poplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SECTION 2 - RULES AND REGULATIONS continued

2.6 Deposits

The Company does not require a deposit from the customer.

2.7 Advance Payments

For customers whom the Company feels 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 if necessary, a new advance payment will be collected for the next month.

2.8 Taxes

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

2.9 Billing of Calls

All charges due by the subscriber are payable at any agency duly authorized to receive such payments. Any objection to billed charges should be promptly reported to the Company. Adjustments to customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate.

ISSUED: June 23, 1998

EFFECTIVE: _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SECTION 3 - DESCRIPTION OF SERVICE

3.1 Timing of Calls

3.1.1 When Billing Charges Begin and End For Phone Calls

The customer's long distance usage charge is based on the actual usage of the Company's network. Usage begins when the called party picks up the receiver, (i.e. when 2-way communication, often referred to as "conversation time" is possible.) When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to 60 seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up.

3.1.2 Billing Increments

The minimum call duration for billing purposes is 1 minute for a connected call and calls beyond 1 minute are billed in 1 minute increments.

3.1.3 Per Call Billing Charges

Billing will be rounded up to the nearest penny for each call.

3.1.4 Uncompleted Calls

There shall be no charges for uncompleted calls.

ISSUED: June 23, 1998

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By:

Richard C. Poplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SECTION 3 - DESCRIPTION OF SERVICE continued

3.2 Calculation of Distance

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

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers that are produced by Bell Communications Research in the NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

FORMULA:

The square
root of:
$$\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}$$

3.3 Minimum Call Connection Rate

A customer can expect a call completion rate [EXPRESSED AS A PERCENTAGE] (number of calls completed / number of calls attempted) of not less than 90% during peak use periods for all FG D services ("1+" dialing).

ISSUED: June 23, 1998

EFFECTIVE: _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SECTION 3 - DESCRIPTION OF SERVICE continued

3. 4 Service Offerings

3. 4. 1 T2U Co. Long Distance Service

T2U Co. Long Distance Service is offered to residential and business customers. The service permits direct dialed outbound calling at a single per minute rate. Service is provided from pre-subscribed, dedicated or shared use access lines. Calls are billed in one minute increments. No monthly recurring charges or minimum monthly billing requirements apply.

3. 4. 2 T2U Co. 800 / 888 (Inbound) Long Distance Service

T2U Co. 800 / 888 (Inbound) Long Distance Service is offered to residential and business customers. The service permits inbound 800 / 888 calling at a single per minute rate. Service is provided from pre-subscribed, dedicated or shared use access lines. Calls are billed in six second increments, with a six second minimum call duration. No monthly recurring charges apply. A \$10.00 minimum monthly billing requirement applies. Customers whose monthly usage is less than the minimum will be billed the minimum amount.

3. 4. 3 T2U Co. Prepaid Calling Card Service

T2U Co.'s Prepaid Calling Card Service is offered to residential customers who subscribe to the T2U Co. Prepaid Calling Card Club. Customers using the Carrier's prepaid calling card service, access the service by dialing a 1-800 number followed by a pin number and the number being called. Prepaid cards have 40 minutes per month of usage time and are renewed the first of every month unless notified by the customer to cancel. No calling card surcharge applies.

ISSUED: June 23, 1998

EFFECTIVE: _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SECTION 3 - DESCRIPTION OF SERVICE continued

3.4.4 Operator Services

The Company's operator services are provided to residential and business customers who "presubscribe" to this service for intrastate calling. Operator services include the completion of collect, station-to-station, person-to-person, third party billing and credit card calls with the assistance of a Carrier operator. Each completed operator assisted call consists of two charge elements (except as otherwise indicated herein): (i) a fixed operator charge, which will be dependent on the type of billing selected (e.g., calling card, collect or other) and/or the completion restriction selected (e.g., station-to-station or person-to-person); and (ii) a measured usage charge dependent upon the duration, distance and/or time of day of the call.

3.4.4.A Operator Dialed Surcharge

This surcharge applies to Operator Station and Person-to-Person rated calls when the customer has the capability of dialing all the digits necessary to complete a call, but elects to dial only the appropriate operator code and requests the operator to dial the called station. The surcharge does not apply to:

- 1) Calls where a customer cannot otherwise dial the call due to defective equipment or trouble on the T2U Co. network; and
- 2) Calls in which a Company operator places a call for a calling party who is identified as being handicapped and unable to dial the call because of his/her handicap.

The Operator Dialed Surcharge applies in addition to any other applicable operator charges.

ISSUED: June 23, 1998

EFFECTIVE: _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SECTION 4 - RATES

4.1 T2U Co. Long Distance Service

Rate per minute - \$0.13
Plan is billed in full minute increments.

4.2 T2U Co. (Inbound) Long Distance Service

Rate per minute - \$0.15
Plan is billed in six second increments with a six second minimum.

4.3 T2U Co. Prepaid Calling Card Service

Rate per minute - \$0.25 x 40 minutes/mo. = \$9.95/month

4.4 Operator Services (For pre-subscribed customers)

Collect Station-to-Station	\$1.00
Collect Person-to-Person	\$3.25
Person-to-Person	\$3.25
Station-to-Station	\$1.00
Customer Dialed Calling Card	\$1.10
Operator Dialed Calling Card	\$1.95
Operator Dialed Surcharge	\$1.00

ISSUED: June 23, 1998

EFFECTIVE: _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SECTION 4 - RATES continued

4.5 Determining Applicable Rate in Effect.

For the initial minute, the rate applicable at the start of chargeable time at the calling station applies. For additional minutes, the rate applicable is that rate which is in effect at the calling station when the additional minute(s) begin. That is, if chargeable time begins during the Day Period, the Day Rate applies to the initial minute and to any additional minutes that the call continues during the rate period, the appropriate rates from that period apply to any additional minutes occurring in that rate period. If an additional minute is split between two rate periods, the rate period applicable at the start of the minute applies to the entire minute.

4.6 Payment of Calls

4.6.1 Late Payment Charges

Interest charges of 1.5% per month will be assessed on all unpaid balances more than thirty days old.

4.6.2 Return Check Charges

A return check charge of \$25.00 will be assessed for checks returned for insufficient funds if the face value does not exceed \$50.00, \$30.00 if the face value does exceed \$50.00 but does not exceed \$300.00, \$40.00 if the face value exceeds \$300.00 or 5% of the value of the check, whichever is greater.

4.7 Restoration of Service

A reconnection fee of \$25.00 per occurrence is charged when service is re-established for customers who had been disconnected for non-payment.

ISSUED: June 23, 1998

EFFECTIVE: _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

SECTION 4 - RATES continued

4.8 Special Promotions

The company will, from time to time, offer special promotions to its customers waiving certain charges. These promotions will be approved by the FPSC with specific starting and ending dates.

4.9 Special Rates For The Handicapped

4.9.1. Directory Assistance

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving individuals with disabilities. The Company shall charge the prevailing tariff rates for every call in excess of 50 within a billing cycle.

4.9.2 Hearing and Speech Impaired Persons

Interstate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and night calls.

4.9.3 Telecommunications Relay Service

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per-call charge for the call and shall not apply to per-call charges such as a credit card surcharge.

ISSUED: June 23, 1998

EFFECTIVE: _____

By:

Richard C. Peplin, Jr., President
25100 Detroit Road
Westlake, Ohio 44145

T2U Co.

25100 Detroit Road, Westlake, OH 44145 Tel 440-871-5000 Fax 440-871-0832

Application Form Attachments

Item #9

1. Authorization to transact business in the State of Florida
2. Articles of Incorporation/Amendment to Articles of Incorporation

Item #13, 15 Attachments

1. Brief Business Plan for T2U

Item #18 Attachments

1. Combined Audited and Unaudited Financial Statements
2. Bank Statement as of May 31, 1998
3. Resumes of company personnel contingent on operating as an interexchange carrier.

State of Florida



Department of State

I certify from the records of this office that T2U CO., is a corporation organized under the laws of Delaware, authorized to transact business in the State of Florida, qualified on June 15, 1998.

The document number of this corporation is F98000003391.

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
Sixteenth day of June, 1998



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
RCP ENTERPRISES GROUP, INC.**

RCP ENTERPRISES GROUP, INC., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

I. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 and has been consented to in writing by the Joint Written Consent of the Sole Director and Majority Stockholder of the Corporation dated March 16, 1998, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

II. Article I of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"1. The name of this corporation is T2U Co."

IN WITNESS WHEREOF, the undersigned hereby duly executes this Certificate of Amendment hereby declaring and certifying under penalty of perjury that this is the act and deed of the Corporation and the facts herein stated are true, this 17th day of March, 1998.

RCP ENTERPRISES GROUP, INC.

By: 

Richard C. Peplin, Jr., President

CERTIFICATE OF INCORPORATION
OF
RCP ENTERPRISES GROUP, INC.

ARTICLE I
Name of Corporation

The name of this corporation is RCP Enterprises Group, Inc.

ARTICLE II
Registered Office and Agent

The address of the registered office of the corporation in the State of Delaware is 1013 Centre Road in the City of Wilmington, County of New Castle, and the name of its registered agent at that address is Corporation Service Company.

ARTICLE III
Purpose

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV
Authorized Capital Stock

This Corporation is authorized to issue one class of shares designated "Common Stock." The total number of shares of Common Stock this Corporation is authorized to issue is Twenty Million (20,000,000) and each such share shall have a par value of \$.001.

ARTICLE V
Incorporator

The incorporator is Marisa B. Iasenza, 500 Newport Center Drive, Suite 700 Newport Beach, California 92660.

ARTICLE VI
Limitation of Director Liability

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

**ARTICLE VII
Perpetual Existence**

The corporation is to have perpetual existence.

**ARTICLE VIII
Stockholder Meetings**

Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation.

**ARTICLE IX
Bylaws**


In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of this corporation, subject to any limitations expressed in such bylaws.

**ARTICLE X
Amendment of Certificate of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

I, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make, file and record this Certificate, hereby declaring and certifying under penalty of perjury that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand.

Dated: September 29, 1997


Marisa B. Lasenza, Incorporator

BRIEF BUSINESS PLAN

T2U CO.

T2U Co. will be offering the following discount international and US long distance calling services that will deliver some of the best international telephone rates in the telecommunications industry, the best domestic long distance telephone rates, super discount calling cards and toll free 800/888 services.

All of these high quality long distance telephone services have been carefully selected for value, quality, and broad appeal to the telecommunications services marketplace. We will be offering the best prepaid calling cards, monthly billed post paid calling cards, and the lowest international telephone rates without switching. You will find that all the long distance telephone services presented here, offer technology which is at the forefront in the telecommunications industry, both in marketing and in Telecom services. Whether you need the lowest international telephone rates, the best US long distance telephone rates, or the best calling card telephone rates and service, you have found a useful and true money saving resource!

T2U Co., Inc. is a long distance telephone company, offering a wide variety of communication services to the international and domestic marketplace. T2U Co.'s day to day operation is managed by a core of highly skilled professionals in the US telecommunications industry.

T2U Co. has various direct contracts with underlying carriers. T2U Co. is constantly upgrading the various platforms offered to overseas and domestic customers. Each customer will be notified when a new or enriched service or feature is made available. T2U Co. has worldwide reach to the international marketplace.

Why new phone companies? The recent Telecommunications Act has made it possible for T2U Co. to create the kind of phone company you've always wanted for your business and your home. For the first time in the history of the telephone, you have a choice in local telephone service.

Fifteen years ago, the break-up of AT&T brought choice to long distance. The shock waves rippled through the industry and ushered in an era of sweeping innovation and plunging phone rates. During this time, the visionaries who would eventually form T2U Co., believed that choice and open competition would eventually come to the local telephone marketplace.

The Telecommunications Act of 1996 opened the window for T2U. The Telecommunications Act of 1996 created a new competitive environment that would benefit both consumers and business. The Telecom Act was created by the Federal Communications Commission and the U.S. Congress working in partnership with industry.

In February of 1996, The Telecom Act opened up local markets to competition by removing legal barriers that were prohibiting companies from entering the larger local telephone business on a nationwide basis. Formerly, local service was available only through one of the local Bell companies in a single region - in effect, a regional monopoly.

Importantly for T2U Co., The Telecom Act placed some important limitations on local Bell companies and the big three long distance carriers. These limitations restrict them from offering both local and long distance service in their "Home" markets.

This means that your local Bell company cannot be a full-service, single provider probably until 1999. The same is true for AT&T, MCI, and Sprint. T2U Co., however, is capable of providing the convenience and savings of bundled local, long distance, and Internet service.

During this brief window of opportunity, T2U Co. has rolled-out a full range of telecommunications services – all supported by a commitment to customer satisfaction that is already changing the common perception of what a phone company can be.

T2U Co.'s Calling Card permits a person in over 100 countries to make intercontinental calls at economical US rates, instead of high local monopoly rates. The customer applies for the service by completing a sign-up form which is then faxed or e-mailed to T2U Co.'s order processing department. The order is processed and the customer's account is ready for use within 48 to 72 hours, weekdays. Ongoing customer support is provided.

T2U's primary goal of increasing shareholder wealth will continue to lead the Company's efforts in setting objectives and developing strategies. T2U Co. will deliver a level of personal service that will amaze small and medium-sized businesses. "When a customer calls a company, they want to speak with a "real" person who can handle their problem. That's a simple service that we'll deliver. Customer care will be a primary focus for T2U Co." Richard C. Peplin, Jr. Chairman and CEO You may never think of your phone company the same way again. The reason is for the first time ever, you will have a reliable alternative in local telephone service. What's more, you can now obtain local, long distance, and Internet service from a single phone company. And perhaps, best of all, both of these firsts are available at lower prices and with an unprecedented level of customer satisfaction.

Tailored to the needs of small to medium-sized businesses, T2U Co. offers:

- Local calling, long distance, and Internet access services from one convenient source.
- The assistance of people totally committed to making your job simpler, your costs lower and your business stronger.
- One, easy-to-understand monthly statement for everything.
- High quality service and features that you can rely on every hour of every day.

T2U Co. carefully chose its service offerings to complement each other. The result is a complete resource that can supply businesses with as many or as few services as they require. There's no reason to shop around in order to piece together a solution. T2U Co. does it all. Quickly. Simply. Reliably. And, of course, at a lower cost. In addition, T2U Co. provides high speed, digital broadband communications to other local, long distance, and mobile telephone carriers. Our Wireless Fiber service provides an affordable way for them to extend their networks and provide sophisticated voice and data services.

Personal Service: The T2U Co. Difference

Until now, personal service has been a missing link for most local telephone service customers. T2U Co. makes it a top priority.

That's why when you call us, you'll hear a friendly voice eager to help – not a computer or machine. We do everything in our power to meet your needs, simplify your phone service, and save you money. We're also great listeners. If we don't know your needs, we'll take the time to learn them. So you always get the right help. Every customer can count on T2U Co. to be there whenever you need answers.

T2U's products and services are specifically designed to meet the needs of international long distance companies throughout the world. In addition to providing international switched voice service to long distance carriers, T2U Co. provides services to prepaid debit card companies, call back carriers and cellular operators, as well as many data users and Internet Service Providers (ISP's). As a transmission facility provider, virtually all voice and data applications are available. Whether for a small carrier routing selected international destinations to T2U Co. or for a major carrier routing millions of minutes per month, the company's commitment is the same, to provide the highest quality service at the best possible price.

In addition to the traditional switched long distance services, T2U CO. also assists carrier customers by offering co-location space for equipment, partitioning of switches, and contract maintenance services. T2U Co. takes great pride in its proprietary information and billing systems. These systems allow the company, on a real-time basis, to monitor customer usage, determine cost-effective routing alternatives, and manage network efficiency. The data necessary to provide detailed management reports for a customer is also inherent in the system.

Simplicity, a return to the way it used to be. You won't have to worry about calling 3 or 4 different telephone companies just to add a new telephone line or make a change in your local telephone service. T2U Co. will handle everything for you. Consolidated Billing - T2U Co. will deliver any local telephone all in one easy to read monthly statement. Local Services - We can do it all! All of your phone numbers, lines and features are available, exactly as you have them now. Savings - Customer Service - When you call regarding your account, your call will be answered by one of our Customer Service Representatives. Our Representatives can help you with your local telephone service, all with just one telephone call.

It is the strategic vision of the company to take its single Telecom service (block-time long distance to residential user) and leverage its success onto a full service international telecommunications company.

To establish our foundation to this market, we first identified industry segments which meet our criteria for participation:

1. Exponential growth potential
2. Substantial gross profit margins
3. Very high sales per employee
4. Low maintenance residual sales
5. Identifiable exit strategy

The following segments have been targeted:

1. CLEC pre-paid
2. CIC
3. International wholesales
4. Domestic and International 1+ pre-paid and others
5. Debit cards

Current Monthly long-distance program - Customers are solicited via direct mail in conjunction with an independent direct marketing firm's other offers. T2U Co. pays \$4.50 per billable customer.

The offer is presented as a Prepaid Calling Card Club, which offers members a 40 minute per month prepaid calling card for a \$9.95 per month membership fee, billed directly to the member via their home telephone bill. Calls are accessible via any telephone by dialing a toll free number plus the individual's pin number. Minutes expire at the end of every month and renewed the following month unless the individual cancels the membership.

18541000354

Additions	Deposits	Date	Serial #	Source	
		5-8		Trf Fr DDA 000038843000121	\$30,000.00
		5-8		Trf Fr DDA 000038843000121	10,000.00
		5-8	808000784	Fedwire Deposit	18,187.29
		5-14	514008841	Fedwire Deposit	177,548.16
		5-19	518000852	Fedwire Deposit	5,982.94
		5-21	821008435	Fedwire Deposit	42,848.34
				Total additions	\$282,362.75

Subtractions

Checks * check missing from sequence

1486	5-8	82,811.87	1513	5-8	358.77	1534	5-20	1,620.00
*1489	5-4	480.00	1514	5-18	2,480.75	1535	5-21	15.24
1490	5-12	1,800.00	1515	5-11	782.10	1536	5-28	364.86
*1492	5-4	500.00	1516	5-12	282.34	1537	5-21	70.61
*1494	5-1	2,340.00	1517	5-8	2,728.82	1538	5-19	20,524.49
1495	5-4	338.70	1518	5-11	300.00	*1540	5-27	332.62
*1497	5-12	1,870.88	1519	5-14	380.08	*1542	5-22	388.77
1498	5-14	388.18	1520	5-19	332.82	1543	5-28	199.29
1499	5-14	227.88	1521	5-20	1,388.14	1544	5-28	2,754.25
*1501	5-6	332.82	1522	5-18	388.77	1545	5-28	657.86
1502	5-8	1,080.48	1523	5-15	188.29	1546	5-27	2,437.40
1503	5-7	182.34	1524	5-28	2,838.48	1547	5-27	332.82
1504	5-4	388.77	1525	5-18	867.88	1548	5-27	4,038.86
1505	5-18	2,480.75	1526	5-20	270.74	*1550	5-22	330.00
1506	5-5	788.18	1527	5-15	2,547.23	*1555	5-28	388.77
1507	5-8	328.75	1528	5-18	2,238.51	*1557	5-29	199.29
1508	5-5	1,047.75	*1530	5-27	1,107.35	1558	5-28	2,754.25
1509	5-8	2,801.88	1531	5-28	16,829.95	Total checks paid		\$104,982.63
*1511	5-12	332.82	1532	5-18	4,882.71			
1512	5-14	1,080.48	1533	5-28	5,945.26			

Withdrawals	Date	Serial #	Location	
	5-12	512000923	Fedwire Withdrawal	Chk # 1500 \$8,910.00
	5-15	515001584	Fedwire Withdrawal	2,804.86
	5-15	518001588	Fedwire Withdrawal	20,000.00
	5-15	515002337	Fedwire Withdrawal	70,000.00

Transfers	Date	Serial #	Destination	
	5-15		Trf To DDA 0000001028501282	\$50,000.00
	5-28		Trf To DDA 000000004848307	5,000.00
			Total subtractions	\$261,707.59

COLMENA CORP.
COMBINED BALANCE SHEETS

	September 30, 1997	March 31, 1998 (Unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 5,022	\$ 180,742
Trade accounts receivable	459,709	3,113,594
Third party settlement receivable	51,829	0
Inventory	0	273,260
Prepaid expenses	200,987	964,946
Other assets	0	17,050
Notes receivable	0	66,716
Total current assets	\$ 717,547	\$ 4,616,308
Non current assets:		
Fixed assets	0	106,444
Prepaid consulting fees, net of accumulated amortization of \$34,500	0	865,500
Net assets of discontinued operations	191,669	172,411
Goodwill, net of accumulated amortization of \$2,357	0	513,246
	\$ 909,216	\$ 6,273,909
LIABILITIES AND EQUITY		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 212,006	\$ 1,488,338
Notes payable to shareholders	461,061	578,538
Notes payable - other	0	305,573
Income taxes payable	0	623,654
Deferred revenue	22,993	30,000
Total current liabilities	696,060	3,026,103
Convertible notes	0	40,000
	696,060	3,066,103
Combined shareholders' interest	213,156	0
Shareholders' Equity		
Common stock	0	6,274
Paid in capital	0	1,848,725
Retained earnings	0	1,352,807
	\$ 909,216	\$ 6,273,909

* Derived from audited financial statements.

The accompanying notes are an integral part of these financial statements.

COLMENA CORP.
COMBINED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Three Months Ended March 31.		For the Six Months Ended March 31.	
	1998	1997	1998	1997
Revenue	\$ 4,600,000	\$ 0	\$ 5,946,926	\$ 0
Costs of revenue	2,012,586	0	3,601,030	0
Gross profit	1,988,333	0	2,345,297	0
Selling, general and administrative	446,322	73,196	923,484	(201,366)
Income (Loss) from continuing operations before taxes	1,541,991	(73,196)	1,621,793	(201,366)
Tax provision (benefit)	623,654	0	623,654	0
Income (loss) from continuing operations	1,018,337	(73,196)	1,198,139	(201,366)
Loss from discontinued operations	47,989	0	47,989	0
Net income (loss)	\$ 970,348	\$ (73,196)	\$ 1,150,150	\$(201,366)
Earnings per share from continuing operations	\$.18	\$ (.01)	\$.23	\$ (.04)
Shares used in computation	5,457,163	4,998,830	5,227,997	4,998,830

The accompanying notes are an integral part of these financial statements.

COLMENA CORP.
COMBINED STATEMENTS OF CASH FLOWS
MARCH 31, 1998
(UNAUDITED)

	<u>Six Months Ended March 31, 1998</u>	<u>Six Months Ended March 31, 1997</u>
Operating Activities		
Income (loss) from continuing operations	\$ 1,232,639	\$ (201,366)
Loss from discontinued operations	(47,989)	0
Adjustments to reconcile net income (loss) to net cash used by operating activities:		
Depreciation	0	3,198
Amortization of prepaid customer base	190,408	0
Deferred revenue	7,007	0
Changes in operating assets and liabilities:		
Accounts receivable	(2,378,115)	0
Third party settlement receivable	51,829	0
Prepaid customer base and other assets	(917,510)	(5,707)
Notes receivable	(62,216)	0
Inventory	(207,088)	(11,265)
Net assets of discontinued operations	19,258	0
Other assets	(3,220)	0
Accounts payable and other payables	539,664	90,777
Income taxes payable	623,654	0
Net cash used by operating activities	<u>(951,679)</u>	<u>(124,363)</u>
Investing Activities		
Business acquired, net of cash	(29,725)	0
Purchase of fixed assets	(15,926)	(1,599)
Deposits	0	(11,670)
Net cash used in investing activities:	<u>(46,651)</u>	<u>(13,269)</u>
Financing Activities		
Notes payable to shareholders	117,477	0
Notes payable - other	305,573	0
Issuance of common stock	750,000	63,500
Borrowings from shareholder	0	56,447
Repayments of borrowings from shareholder	0	(5,100)
Net cash provided by financing activities	<u>1,173,050</u>	<u>114,847</u>
Increase (decrease) in cash	175,720	(22,785)
Cash and cash equivalents at September 30	5,022	22,832
Cash and cash equivalents at March 31	<u>\$ 180,742</u>	<u>\$ 47</u>

RICHARD C. PEPLIN, JR.

EXPERIENCE

Has been CEO and President of Lakewood Mfg. Co. since 1987. Lakewood Mfg. Co. is a full service metal Manufacture Company in business since 1946. Sales approx. \$8,000,000/year, employee (90), customer include General dynamics Corp., AM General, U.S. dept of Defense to name of few of the long term customers.

Is CEO and President of T2U Co., formerly RCP Communications since 1996. T2U is a Long Distance reseller providing calling cards through Club memberships.

Other Past and Current interests as a Principle include:

Medquest Mgmt. Co.	Sold to Abby Heathcare
Talan Products	Co-Founded in 1986, Inc 500, Weatherhead 100, sold to his Partner in 1996
Silver Lining Aviation	Jet Aircraft owner , trader. Founded in 1996.
Tio Cigar Co.	Mfg. Of Premium hand rolled cigars, Located in the Dominican Republic
Viotech Comm. Group	Viotech is a holding Company owning 100% of Psychic Discovery Network and Webstar Inc. providing Internet services

George Fernandez

	1994 - 1996	IDS Communications	Fort Lauderdale, FL
Experience	Area Manager	Responsible for the recruiting, hiring, technical training of sales reps that market DS3,OC3, OC12+, Frame Relay and voice to Fortune 100 and Fortune 500 companies. Working as a team with GST Dir. Of Operations, Dir. Of Business Development and legal department in the research, development and installation of a 35 million dollar fiber optic network. Researched and compiled complex, multi million dollar financial justifications for network buildouts and installation of "fiber to the door" of customer sites. Key member of complex negotiations between GST and City Governments, Public Utilities, outside contractors and other Telecom companies to facilitate installation and expansion of the GST network.	
	1992 - 1994	Innovation Computers	Deerfield Beach, FL
		TELECOMMUNICATIONS MANAGER	
	Member of Strategic Planning Team, Administrative Support Team and Technical Support Team in a self managed team environment. Current responsibilities include: Identify, develop and manage telecommunications projects; Audit and analyze telecommunication expenses to ensure recovery of cost, accuracy of charges and optimal solution; Participate in the development of strategic telecommunications direction. Previous responsibilities included the management of the telecommunication expense budget		
Education	1988- 1992	Oklahoma University	Oklahoma City, OK
	• BA Computer Science & Engineering		
Reference	On Request		

Alex Garcia

Experience

Senior Communication Specialist Sunshine Communications, Inc
1994-1997

Responsibilities included total operation and maintenance of \$4MM telecommunications system (5 PBX's, 11 microwave nodes, multiple telephone circuits and data communication equipment) in Illinois, Indiana, Kentucky and West Virginia. Interacted with vendors for sales and service of state-of-the-art voice and data equipment. Developed a program for systems management for a newly installed telecommunications system

Manager of Information Systems - ETS New York Division
1990-1994

Established an Information Systems department at the operating division level which provided programming assistance, oversaw computer operations, and offered recommendations in purchasing decisions. Coordinated the installation of a DEC computer within the division to serve in a distributed computing environment.

Manager of Information Systems City Communication Corp, NY
1987- 1990

Duties included contracting telemarketing and market research firms to host testing, contracting for temporary personnel to staff testing, coordination of all logistics involved in the testing, and training of all personnel. Position involved extensive travel and complete responsibility for the collection of empirical data. Testing included scheduling up to ninety long distance telephone calls per hour to cities around the world in order to evaluate the quality of the long distance and cellular services. I was involved in the establishment of a 38 node TCMS network (duties included: finding and establishing both MCI and Non-MCI sites for equipment, coordination of efforts with equipment manufacturers, and contract negotiation). This position required knowledge of computer installation and repair, data base and report construction, and the ability to design appropriate testing methodology. I was also responsible for temporary personnel hired to input test results into data base.

Education 1980-1984 Brooklyn College Brooklyn , NY
• B.A., Marketing, Computer Science.

Interests Computers, cars.

T2U Co.

1420 S. Powerline Road, Pompano Beach, Florida 33069 Tel 954-975-6466 Fax: 440-871-0832

DEPOSIT DATE
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June 23, 1998

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

To Whom It May Concern:

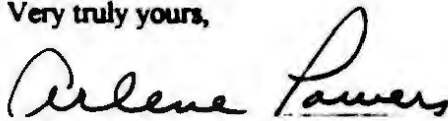
Please find enclosed the original and six (6) copies of the Application Form for Authority to Provide Interexchange Telecommunication Service Within the State of Florida.

Also enclosed is the application fee of \$250.00.

If you have any questions regarding this application, please call 954-975-6466.

Thank you.

Very truly yours,



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T2U CO.
RCP ENTERPRISES GROUP INC
25100 DETROIT RD
WESTLAKE, OH 44145

KEYBANK NATIONAL ASSOCIATION
CLEVELAND, OHIO 44114
9-103410-0

PAY
TO THE
ORDER OF

TWO HUNDRED FIFTY DOLLARS AND 00/100

FLORIDA PUBLIC SERVICE COMMISSION

FLORIDA PUBLIC SERVICE COMMISSION

DATE AMOUNT
6-10-98 \$250.00

