



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5803

TEL (212) 546-9090

FAX (212) 753-8101

e-mail: dklein@telfile.com

011166-TI

August 27, 2001

VIA FEDERAL EXPRESS

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Road
Tallahassee, FL 32399-0850

Re: TDI Communications, Inc.

Dear Sir or Madam:

Enclosed for filing and approval, please find one original and six (6) copies of TDI Communications, Inc.'s application for a Certificate of Public Convenience and Necessity to Provide Long Distance Switchless Resold Telecommunications Services in the State of Florida.

At your earliest convenience, please date stamp the copy of this cover letter and return to me in the enclosed postage prepaid self-addressed envelope.

Should you have any questions or require additional information, please contact me at your convenience.

Sincerely,

Anel Encarnacion
Director, Business Affairs

Enc.

AE/2112-19/45798

00045798;1

www.telfile.com

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RECEIVED TELECOM CERTIFICATION CENTER

10711 AUG 28 2001

FPSC-COMMISSION CLERK

1. This is an application for ☒ (check one):
 - ☒ Original certificate (new company).
 - ☐ Approval of transfer of existing certificate:
Example, a certificated company purchases an existing certificated company and desires to retain the authority of both certificates.
 - ☐ Approval of assignment of existing certificate:
Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.
 - ☐ 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: **TDI Communications, Inc.**
3. Name under which applicant will do business (fictitious name, etc.):
TDI Communications, Inc.
4. Official mailing address (including street name & number, post office box, city, state, zip code): **322 East 50th Street, New York, New York 10022**
5. Florida address (including street name & number, post office box, city, state, zip code):
6. Select 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 IXC's; 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 Reseller - 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 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.

7. Structure of organization;

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

8. If individual, provide:

Name:

Title:

Address:

City/State/Zip:

Telephone No.:

Fax No.:

Internet E-Mail Address:

Internet Website Address:

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

A. The Florida Secretary of State Corporate Registration number:

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

A. The Florida Secretary of State Corporate Registration Number: **F01000004195**

11. 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:

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

A. The Florida Secretary of State registration number:

13. 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:

14. 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:

15. Provide F.E.I. Number (if applicable): **31-1785674**

16. Provide the following (if applicable):

A. Will the name of your company appear on the bill for your services?
(☒) Yes (☐) No

B. If not, who will bill for your services?

Name:

Title:

Address:

City/State/Zip:

Telephone No.:

Fax No.:

Internet E-Mail Address:

Internet Website Address:

C. How is this information provided?

17. Who will receive the bills for your service?

(☒) Residential Customers

(☒) Business Customers

(☐) PATs Providers

(☐) PATs station end-users

(☐) Hotels & motels

(☐) Hotel & motel guests

(☐) Universities

(☐) Universities dormitory residents

(☐) Other: (specify) _____

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

A. The application:

Name: **David O. Klein**

Title: **Representative of TDI Communications, Inc.**

Address: **c/o Telecom Certification & Filing, Inc., 485 Madison Avenue, 15th Floor**

City/State/Zip: **New York, NY 10022-5803**

Telephone No.: **(212) 546-9090** Fax No.: **(212) 753-8101**

Internet E-Mail Address: **dklein@telfile.com**

Internet Website Address: **www.telfile.com**

B. Official point of contact for the ongoing operations of the company:

Name: **Mr. Eyal Yechzekell**

Title: **President**

Address: **c/o TDI Communications, Inc., 322 East 50th Street**

City/State/Zip: **New York, NY 10022**

Telephone No.: **(212) 588-1180** Fax No.: **(212) 588-1191**

Internet E-Mail Address:

Internet Website Address:

C. Complaint/Inquiries from customers:

Name: **Mr. Eyal Yechezkel**

Title: **President**

Address: **c/o TDI Communications, Inc., 322 East 50th Street**

City/State/Zip: **New York, NY 10022**

Telephone No.: **(212) 588-1180** Fax No.: **(212) 588-1191**

Internet E-Mail Address:

Internet Website Address:

19. List the states in which the applicant:

A. has operated as an interexchange telecommunications company.

NONE

B. has applications pending to be certificated as an interexchange telecommunications company.

NONE

C. is certificated to operate as an interexchange telecommunications company.

NONE

- D. has been denied authority to operate as an interexchange telecommunications company 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

20. 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. If so, please explain.

No.

- 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.

No.

21. The applicant will provide the following interexchange carrier services \checkmark (check all that apply):

- a. _____ 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

- b. _____ 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

- c. ☒ 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
- d. _____ MTS for pay telephone service providers
- e. _____ Block-of-time calling plan (Reach Out Florida, Ring America, etc.)
- f. ☒ 800 service (toll free)
- g. _____ WATS type service (bulk or volume discount)
 _____ Method of access is via dedicated facilities
 _____ Method of access is via switched facilities
- h. _____ Private line services (Channel Services)
 (For ex. 1.544 mbs., DS-3, etc.)
- i. ☒ Travel service
 _____ Method of access is 950
 ☒ Method of access is 800
- j. _____ 900 service
- k. _____ 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
- l. _____ Services included are:
 ☒ Station assistance
 ☒ Person-to-person assistance
 ☒ Directory assistance
 _____ Operator verify and interrupt
 _____ Conference calling

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

Attached as Exhibit 2.

23. 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.

Attached as Exhibit 3.

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. A written explanation that the applicant has sufficient financial capability to maintain the requested service.

Attached as Exhibit 4.

2. A written explanation that the applicant has sufficient financial capability to maintain the requested service.

Attached as Exhibit 4.

3. A written explanation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

Attached as Exhibit 4.

B. Managerial capability; give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

Attached as Exhibit 5.

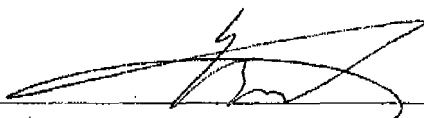
- C. Technical capability; give resumes of employees/officers of the company that would indicate sufficient technical experience or indicate what company has been contracted to conduct technical maintenance.

Attached as Exhibit 5.

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

UTILITY OFFICIAL:


Signature

8/29/, 2001
Date

President
Title

(212) 588-1180
Telephone No.

Address: **c/o TDI Communications, Inc.**

(212) 588-1191
Fax No.

322 East 50th Street, New York, NY 10022

CERTIFICATE 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:

() transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

Address: _____

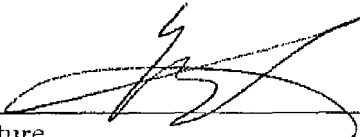
Fax No.

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 provided 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 intends to collect deposits and/or advance payments for more than one month's service and will file and maintain a surety bond with the Commission in an amount equal to the current balance of deposits and advance payments in excess of one month. (The bond must accompany the application.)

UTILITY OFFICIAL:



Signature

8/24/, 2001
Date

President
Title

(212) 588-1180
Telephone No.

Address: **c/o TDI Communications, Inc.**
322 East 50th Street, New York, NY 10022

(212) 588-1191
Fax No.

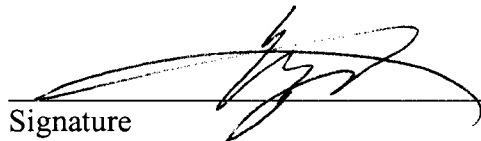
CURRENT FLORIDA INTRASTATE SERVICES

Applicant **has** () or **has not** (✓) previously provided intrastate telecommunications in Florida.

If the answer is has fully describe the following:

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

UTILITY OFFICIAL:

Signature 

Date 8/24/, 2001

President
Title

(212) 588-1180
Telephone No.

Address: **c/o TDI Communications, Inc.**

(212) 588-1191
Fax No.

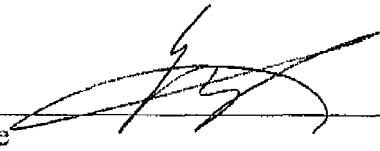
322 East 50th Street, New York, NY 10022

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

8/29/, 2001

Date

President
Title

(212) 588-1180
Telephone No.

Address: **c/o TDI Communications, Inc.**

(212) 588-1191
Fax No.

322 East 50th Street, New York, NY 10022

Exhibit 1

CERTIFICATE OF INCORPORATION
OF

TDI Communications, Inc.

The undersigned does hereby form and establish a corporation under the provisions of the General Corporation Law of the State of Delaware, and for that purpose does certify as follows:

ARTICLE I: The name of the corporation shall be:

TDI Communications, Inc.

(hereinafter the "corporation").

ARTICLE II: The registered office of this corporation in the State of Delaware is Two Greenville Crossing, Suite 300A, 4001 Kennett Pike, P. O. Box 4477, Wilmington, New Castle County, Delaware 19807-0477 and its registered agent at that address is Corporations & Companies, Inc., Two Greenville Crossing, Suite 300A, 4001 Kennett Pike, P. O. Box 4477, Wilmington, New Castle County, Delaware 19807-0477.

ARTICLE III: 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; and shall have perpetual existence.

ARTICLE IV: The amount of the authorized capital stock of this corporation is 1,500 shares of "no par value" stock, or stock without any fixed par value. All of the said stock is common stock of one class.

ARTICLE V: The name and address of the incorporator are: Corporations & Companies, Inc., a Delaware corporation, Two Greenville Crossing, Suite 300A, 4001 Kennett Pike, P. O. Box 4477, Wilmington, New Castle County, Delaware 19807-0477.

ARTICLE VI: A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE VII: The stockholders and directors shall have the power to hold their meetings, to have an office or offices, to keep the books, documents and papers of the corporation outside of the State of Delaware at such places as might from time to time be designated by the by-laws or resolutions of the directors or stockholders, except as otherwise required by the laws of Delaware.

ARTICLE VIII: The undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, acknowledging under the penalty of perjury, hereby declaring and certifying that this Instrument is the act and deed of Corporations & Companies, Inc. and the facts herein are true, pursuant to 8 Del.C. §103(b)(2) and accordingly have hereunto caused this Certificate to be executed by the Vice President of Corporations & Companies, Inc. this 11th day of July, 2001.

CORPORATIONS & COMPANIES, INC.

BY: 

Donna Thompson, Vice President-Operations
Two Greenville Crossing, Suite 300A
4001 Kennett Pike
P. O. Box 4477
New Castle County
Wilmington, Delaware 19807-0477

IN THE PRESENCE OF:

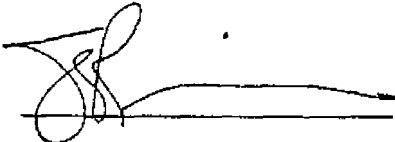


Exhibit 2

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by TDI Communications, Inc. with principal offices at 322 East 50th Street, New York, NY 10022. 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: August 28, 2001
Issued By:

Effective: _____

Mr. Eyal Yechezkel, President
322 East 50th Street
New York, NY 10022

CHECK SHEET

Sheet 1 through 18 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 on the bottom of this sheet.

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

Issued: August 28, 2001

Effective: _____

Issued By:

Mr. Eyal Yechezkel, President
322 East 50th Street
New York, NY 10022

TABLE OF CONTENTS

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Issued: August 28, 2001
Issued By:

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Mr. Eyal Yechezkel, President
322 East 50th Street
New York, NY 10022

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

Issued: August 28, 2001
Issued By:

Effective: _____

Mr. Eyal Yechezkel, President
322 East 50th Street
New York, NY 10022

TARIFF FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. 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 sheet. These numbers are used to determine the most current sheet version on file with the FLA PSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FLA PSC follows in their tariff approval process, the most current sheet number on file with the FLA PSC is not always the tariff sheet in effect. Consult the Check Sheet for the sheet currently in effect.
- C. **Paragraph Number Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 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 FLA PSC, 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 sheets 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 sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). 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 FLA PSC.

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Mr. Eyal Yechezkel, President
322 East 50th Street
New York, NY 10022

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to a TDI Communications, Inc. network switching center.

Authorization Code - A numerical code, one or more of which are available to a customer to enable the customer 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.

Calling Card - A card issued by the Company, the customer's Local Exchange Company, authorized vendor, or other common carrier which allows the customer to make telephone calls and bill calls to the Calling Card by entering a PIN.

Card Number - A multi-digit identifying number which may be printed on each Prepaid Calling Card or Calling Card, which may also be referred to in this tariff as a PIN.

Company or Carrier - TDI Communications, Inc.

Credit Card Charges - Prepaid Calling Card purchases, renewals, and other charges that may be billed to Major Credit Cards.

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

Day - From 8:00 a.m. up to, but not including, 5:00 p.m. local time Monday through Friday.

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

FLA PSC - Florida Public Service Commission.

Holidays - The Company's recognized holidays are New Year's Day, Martin Luther King, Jr. Day, Presidents' Day, Veterans' Day, Memorial Day, Independence Day, Labor Day, Columbus Day, Thanksgiving Day, and Christmas Day.

Local Exchange Company - A company which furnishes local exchange telephone service.

Major Credit Card - A universally accepted charge card. MasterCard, VISA, Diner's Club International, American Express and Carte Blanche are examples of major credit cards which the Company may accept.

Issued: August 28, 2001

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Mr. Eyal Yechezkel, President
322 East 50th Street
New York, NY 10022

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (contd.)

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

PIN(s) - One or more multi-digit (usually 8 or more) personal identification numbers which have been assigned to a customer to use with a designated 800 number, or other access number, to access the Company's network.

Prepaid Calling Cards - A plastic, paper or similar card issued by the Company and/or purchased by a customer which enables the customer to use a preprogrammed number of minutes of the Company's telecommunications service. Each Prepaid Calling Card which represents a customer account, has a PIN and instructions for using the Company's Prepaid Calling Card telecommunications service.

Prepaid Calling Card Calls - Calls for which charges are billed to a Prepaid Calling Card and not to the originating or terminating telephone number.

Private Label Prepaid Calling Card - A Prepaid Calling Card issued by the Company which carries the name or logo of an organization in addition to the Company's name.

Underlying Carriers - Those certificated telecommunications service providers.

Issued: August 28, 2001
Issued By:

Effective: _____

Mr. Eyal Yechezkel, President
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of the Company**

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

The Company operates, and maintains the communication services provided hereunder in accordance with the terms and conditions set forth under this tariff. When authorized by the customer, the Company may act as the customer's agent for ordering access connection facilities provided by other carriers or entities to allow connection of a customer's location to the Company network. The customer shall be responsible for all charges due for such service arrangement.

The Company's services are provided on a monthly basis unless ordered on a longer time basis, and are available 24 hours per day, seven days per week.

2.2 Limitations

- 2.2.1 Service is offered subject to the availability of facilities and the 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.
- 2.2.3 All services provided under this tariff are directly controlled by the Company and the customer may not transfer or assign the use of service, except with the express 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 Company's resellers and rebillers must be certified.

Issued: August 28, 2001

Effective: _____

Issued By:

Mr. Eyal Yechezkel, President
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (contd.)**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 due to 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, unless ordered by the Commission.
- 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.

2.4 Interruption of Service

- 2.4.1 Credit allowances for the interruption of service, which is not due to the Company's testing or adjusting, negligence of 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 obligation of the customer to notify the Company immediately of any interruption in service for which a credit allowance is desired.

Before giving such notice, the customer shall ascertain that the trouble is not being caused by an action or omission by the customer within the customer's control, or is not due to the wiring or equipment, if any, furnished by the customer and connected to the Company's facilities.

- 2.4.2 For the purposes of credit computation, every month shall be considered to have 720 hours.

Issued: August 28, 2001

Effective: _____

Issued By:

Mr. Eyal Yechezkel, President
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (contd.)**2.4 Interruption of Service (cont'd)**

- 2.4.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.
- 2.4.4 The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the fixed monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

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

"A" -- outage times in hours

"B" -- total fixed monthly charge for affected facility

2.5 Suspension-of-Service Guidelines

Service will be suspended without notice in the following situations:

- 1) The customer obtained service fraudulently; or
- 2) A safety hazard is found on the customer's premises.

2.6 Restoration of Service

Restoration of service shall be done as quickly as practicable by patching, rerouting, substitution of component parts or pathways, and other means, as determined necessary by the Company.

2.7 Billing Periods

To the extent that the customer is not a Prepaid Calling Card customer, the customer will receive a bill after the 30-day cycle.

Issued: August 28, 2001

Effective: _____

Issued By:

Mr. Eyal Yechezkel, President
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (contd.)

2.8 Understanding Your Statement of Account

To the extent that the customer is not a Prepaid Calling Card customer, the customer's bill will outline specific charges or adjustments for the Company's services.

2.9 Questions About Your Statement of Account

If the customer has questions about the Company's charges that may appear on its statement of account, the customer may call the Company's service representative toll free at 1 (888) 800-5236.

2.10 Special Promotions

The Company offers no special promotions at this time and anticipates no such promotions in the future.

2.11 Billing Dispute

In the event the customer is not satisfied with the Company's resolution of a billing dispute, the customer may make application to the FLA PSC for review and disposition of the matter.

2.12 Forms of Payment

At the customer's request, the Company permits the use of approved credit cards to apply for and receive Prepaid Calling Cards used to access and pay for the Company's telecommunications services. Telephone charges will be debited by the Company against this card at the rates set forth in Section 4 herein.

2.13 Advanced Payments

The Company does not require an advance payment from the Customer.

2.14 Responsibility of the Company

The Company endeavors to provide the best long distance service possible at a fair and competitive price.

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322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (contd.)

2.15 Frequency Restrictions

There are no frequency restrictions.

2.16 Credit for Incomplete Calls

When a Customer calls in and identifies that specific calls were incomplete, the Company's Customer Service department has the capability to credit the Customer's Prepaid Calling Card. In the event that the call was incomplete, the Company will automatically credit the Customer's Prepaid Calling Card.

2.17 Minimum Call Completion Rate

A customer can expect a call completion rate (number of calls completed / number of calls attempted) of not less than 90% during peak use periods for all Company services.

2.18 Deposits

The Company does not require a deposit from the customer.

2.19 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.

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322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES**3.1 Usage Based Services - Timing of Calls**

The Company's charges are based on the actual usage of the Company's services, in addition to any special features and/or service options, utilized by the customer. Charges begin when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the Local Exchange Company sends a signal to the switch. Charges cease when either party (called or calling) hangs up. There is no charge for an incomplete call.

3.2 Long Distance Network Service

The Company's Long Distance Telecommunications Network Service provides for the non facilities-based switchless resale of Florida interexchange carriers' tariffed Software Defined Network (SDN) Service. This service is a custom designed private telecommunication network that combines the efficiencies and benefits of both switched and private line service to meet the specific requirements of Customers that need to communicate on an interlata basis within the State.

Each service Customer is billed individually for each call, on a conversation minute basis, placed through the Company since the previous month's billing. Each call is measured and billed at the applicable rate for the initial sixty (60) second period or fraction thereof, and then at the applicable rate for each additional sixty (60) second period or fraction thereof. The minimum length of a call is sixty (60) seconds. See Section A, Rates and Charges, for the applicable rate schedule.

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Mr. Eyal Yecchezkell, President
322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES (contd.)**3.2 Long Distance Network Service (contd.)**

Dedicated access circuits may be provided and billed by the local exchange company (LEC). Dedicated access channels may be purchased from carriers other than the LEC only in accordance with FLA PSC rules or if the special access channel is jurisdictionally interstate. Charges for the dedicated access channel are determined by the access provider.

3.3 Prepaid Calling Card Service

3.3.1 This service permits use of a Prepaid Calling Card to access and pay for the Company's telecommunications services. Customers may purchase Prepaid Calling Cards directly from the Company, from authorized vendors or at a variety of retail outlets. Prepaid Calling Cards may be issued in denominations of \$10.00, \$20.00, \$30.00, \$50.00 and \$100.00 increments. The Company may issue Private Label Prepaid Calling Cards, as well as Prepaid Calling Cards with a fixed number of preprogrammed minutes.

3.3.2 Users obtain the service by dialing an 800 number or other Access Codes to access the Underlying Carrier(s) network. The User is prompted by an automatic voice response system to enter his/her PIN, and then to enter the terminating telephone number. The Underlying Carrier(s) processor tracks the call duration from when the call is answered by the Underlying Carrier(s) processor for rating purposes on a real time basis. Billing for all calls ends when either party hangs-up. The total price of each call, including applicable taxes, is deducted from the prepaid amount on the Prepaid Calling Card. For some cards, when a User obtains access to the Underlying Carrier(s) processor, the balance on the card will be announced. A warning tone or message shall be played when 60 seconds or less is left on the Prepaid Calling Card. The User can then complete the call within the time remaining on the Prepaid Calling Card. Customers have the option of purchasing Prepaid Calling Cards containing an expiration date of either six (6) months from the date of issuance to the customer, or the date of last recharge, whichever is later.

3.3.3 The Company offers origination from anywhere in the United States, and termination intrastate, interstate and internationally.

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Issued By:

Effective: _____

Mr. Eyal Yechezkel, President
322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES (contd.)**3.4 Directory Assistance Service**

Directory Assistance Service is provided to assist subscribers in obtaining telephone numbers.

3.5 Accessing Service

The service provided by the Company is one way dial in - dial out, multi-point telecommunications services, allowing the customer to originate calls through the network facilities of the Underlying Carriers. Access to the Company may differ dependent upon the type of exchange access service provided by the local exchange telephone company to the Underlying Carriers.

3.6 Availability of Service

The services provided through the Company, are available where equal access and the Billing Systems of its Underlying Carriers are provided.

3.7 Locations of Service

The services offered by the Company are to be available statewide, where the long distance services of its Underlying Carriers are available. The services offered by the Company are not intended to be limited geographically.

Issued: August 28, 2001

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322 East 50th Street
New York, NY 10022

SECTION 4 - RATES**4.1 Long Distance Network Usage Rates**

- 4.1.1 Day, Evening and Night rate periods apply to Long Distance Network usage. The rates apply for all days of the week including holidays. The Day rate period is 8:00 a.m. to, but not including, 5:00 p.m., Monday through Friday and 5:00 p.m. to, but not including, 11:00 p.m. Sunday. The Night/Weekend Rate period is 11:00 p.m. to, but not including, 8:00 a.m. Monday through Sunday, all day Saturday, and from 8:00 a.m. to, but not including, 5:00 p.m. Sunday. For New Year's Day (January 1), Independence Day (July 4), Labor Day, Thanksgiving Day and Christmas Day (December 25), the Evening Rate applies.

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322 East 50th Street
New York, NY 10022

SECTION 4 - RATES (contd.)**4.2 Long Distance Network And Prepaid Calling Card Usage Rates****4.2.1 Florida Intrastate Interlata Rates****4.2.1.A****Schedule A
(Switch Service)**

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
Program 1	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min
<i>Monthly charge of \$3.95</i>						
Program 2	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min
<i>Monthly charge of \$4.00</i>						
Program 3	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min
<i>Monthly charge of \$3.00</i>						

4.2.2 Florida Intrastate Intralata Rates**4.2.2.A****Schedule A
(Switch Service)**

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
Program 1	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min
<i>Monthly charge of \$3.95</i>						
Program 2	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min
<i>Monthly charge of \$4.00</i>						
Program 3	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min
<i>Monthly charge of \$3.00</i>						

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322 East 50th Street
New York, NY 10022

SECTION 4 - RATES (contd.)

4.3 Exemptions and Special Rates

4.3.1 Directory Assistance for Handicapped Persons:

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

4.3.2 Hearing and Speech Impaired Persons:

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

4.3.3 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 either both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

Issued: August 28, 2001

Effective: _____

Issued By:

Mr. Eyal Yechezkel, President
322 East 50th Street
New York, NY 10022

Exhibit 3

TDI Communications, Inc.
Profit & Loss Statement
Three Year Projection

	<u>2001</u>	<u>2002</u>	<u>2003</u>
Revenue	\$ 250,000.00	\$ 1,000,000.00	\$ 2,000,000.00
Cost of Goods Sold	<u>100,000.00</u>	<u>400,000.00</u>	<u>675,000.00</u>
Gross Margin	<u>150,000.00</u>	<u>600,000.00</u>	<u>1,325,000.00</u>
<u>STAFF & RELATED EXPENSES</u>			
Gross Salaries and wages	25,000.00	50,000.00	150,000.00
Agent Commission	2,500.00	5,000.00	10,000.00
Billing/Bad Debt	14,000.00	45,000.00	90,000.00
Payroll Taxes	3,250.00	6,500.00	19,500.00
Health Plan	6,000.00	6,000.00	6,000.00
Legal	60,000.00	30,000.00	50,000.00
Mobile Phones	1,200.00	1,500.00	2,000.00
<i>Total Staff & Related Expenses</i>	<u>111,950.00</u>	<u>144,000.00</u>	<u>327,500.00</u>
<u>OFFICE EXPENSES:</u>			
Printing Charges/Stationery	1,000.00	1,000.00	2,500.00
Postage	250.00	500.00	1,000.00
Telephone	3,500.00	5,500.00	8,000.00
Office Equipment	5,000.00	10,000.00	15,000.00
Office Supplies	500.00	1,500.00	2,000.00
FedEx/Ups charges	500.00	1,500.00	2,500.00
Misc.	300.00	1,000.00	2,000.00
<i>Total Office Expenses</i>	<u>11,050.00</u>	<u>21,000.00</u>	<u>33,000.00</u>
<u>PREMISES EXPENSES:</u>			
Rent	15,000.00	30,000.00	45,000.00
Insurance	2,400.00	5,500.00	7,500.00
<i>Total Premises Expenses</i>	<u>17,400.00</u>	<u>35,500.00</u>	<u>52,500.00</u>
<u>TRAVELING EXPENSES:</u>			
Fares	3,500.00	6,000.00	10,000.00
Hotels	1,200.00	2,500.00	5,000.00
Meals	1,500.00	3,000.00	5,000.00
<i>Total Traveling Expenses</i>	<u>6,200.00</u>	<u>11,500.00</u>	<u>20,000.00</u>

SALES & MARKETING EXPENSES:

Advertising	7,500.00	50,000.00	100,000.00
Website Development	4,000.00	15,000.00	20,000.00
Entertainment	1,500.00	5,000.00	7,500.00

<i>Total Sales & Marketing Expenses</i>	<u>13,000.00</u>	<u>70,000.00</u>	<u>127,500.00</u>
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Total Operating Expenses	<u>\$ 159,600.00</u>	<u>\$ 282,000.00</u>	<u>\$ 560,500.00</u>
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Net Revenue	<u>(9,600.00)</u>	<u>318,000.00</u>	<u>764,500.00</u>
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TDI Communications, Inc.
Balance Sheet
As of Dec. 31, 2001

ASSETS

Current Assets

Cash	100,000.00
Accounts Receivable	5,400.00

Total Current Assets 105,400.00

Long-Term Assets

Property & Equipment	0
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Total Long-term Assets 0

TOTAL ASSETS 105,400.00

LIABILITIES & SHAREHOLDERS' EQUITY

Current Liabilities

Accounts Payable	10,000.00
Loan Payable	60,000.00

Total Current Liabilities 70,000.00

Long-Term Liabilities

Long-term Debt	0
----------------	---

Total Long-term Liabilities 0

Shareholders' Equity

Paid in Capital	45,000.00
Net Income	(9,600.00)

Total Shareholders' Equity 35,400.00

**TOTAL LIABILITIES AND
SHAREHOLDERS' EQUITY** 105,400.00

TDI Communications, Inc.
Balance Sheet
As of Dec. 31, 2002

ASSETS

Current Assets

Cash	300,000.00
Accounts Receivable	63,000.00
Inventory	20,000.00
Total Current Assets	<u>383,000.00</u>

Long-Term Assets

Property & Equipment	0.00
Total Long-term Assets	0.00

TOTAL ASSETS	<u>383,000.00</u>
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LIABILITIES & SHAREHOLDERS' EQUITY

Current Liabilities

Accounts Payable	10,000.00
Loan Payable	10,000.00
Total Current Liabilities	<u>20,000.00</u>

Long-Term Liabilities

Long-term Debt	0.00
Total Long-term Liabilities	<u>0.00</u>

Shareholders' Equity

Paid in Capital	45,000.00
Net Income	318,000.00

Total Shareholders' Equity	363,000.00
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TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>383,000.00</u>
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TDI Communications, Inc.
Balance Sheet
As of Dec. 31, 2003

ASSETS

Current Assets	
Cash	500,000.00
Accounts Receivable	100,000.00
Inventory	79,500.00
Total Current Assets	<u>679,500.00</u>

Long-Term Assets	
Property & Equipment	150,000.00
Total Long-term Assets	150,000.00

TOTAL ASSETS	<u>829,500.00</u>
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LIABILITIES & SHAREHOLDERS' EQUITY

Current Liabilities

Accounts Payable	10,000.00
Loan Payable	10,000.00
Total Current Liabilities	<u>20,000.00</u>

Long-Term Liabilities

Long-term Debt	0.00
Total Long-term Liabilities	<u>0.00</u>

Shareholders' Equity

Paid in Capital	45,000.00
Net Income	764,500.00
Total Shareholders' Equity	809,500.00

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>829,500.00</u>
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TDI Communications, Inc.
Statement of Cash Flows
As of Dec. 31, 2001

OPERATING ACTIVITIES

Net Income	(9,600.00)
Adjustments to reconcile	
Net Income to net cash provided by operations:	
Accounts Receivable	(5,400.00)

Net Cash provided by Operating Activities	<u>(15,000.00)</u>
--	---------------------------

INVESTING ACTIVITIES

Equipment	0.00
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Net Cash provided by Investing Activities	<u>0.00</u>
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FINANCING ACTIVITIES

Loans Long Term	60,000.00
Opening Balance Equity	10,000.00

Net Cash provided by Financing Activities	<u>70,000.00</u>
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Net cash increase for period	55,000.00
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Cash at beginning of period	45,000.00
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Cash at end of period	<u>100,000.00</u>
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TDI Communications, Inc.
Statement of Cash Flows
As of Dec. 31, 2002

OPERATING ACTIVITIES

Net Income	318,000.00
Adjustments to reconcile	
Net Income to net cash provided by operations:	
Accounts Receivable	(63,000.00)

Net Cash provided by Operating Activities	<u>255,000.00</u>
--	--------------------------

INVESTING ACTIVITIES

Equipment	0.00
-----------	------

Net Cash provided by Investing Activities	<u>0.00</u>
--	--------------------

FINANCING ACTIVITIES

Loans Long Term	20,000.00
Opening Balance Equity	5,000.00

Net Cash provided by Financing Activities	<u>25,000.00</u>
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Net cash increase for period	280,000.00
Cash at beginning of period	20,000.00

Cash at end of period	<u>300,000.00</u>
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TDI Communications, Inc.
Statement of Cash Flows
As of Dec. 31, 2003

OPERATING ACTIVITIES

Net Income	764,500.00
Adjustments to reconcile	
Net Income to net cash provided by operations:	
Accounts Receivable	(100,000.00)

Net Cash provided by Operating Activities 664,500.00

INVESTING ACTIVITIES

Equipment	(200,000.00)
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Net Cash provided by Investing Activities (200,000.00)

FINANCING ACTIVITIES

Loans Long Term	11,000.00
Opening Balance Equity	4,500.00

Net Cash provided by Financing Activities 15,500.00

Net cash increase for period 480,000.00

Cash at beginning of period 20,000.00

Cash at end of period 500,000.00

Exhibit 4

Exhibit 4

TDI Communications, Inc. will be able to maintain its capital reserve and increase its operations in the market in each month of operation. By the end of the first quarter of 2002, TDI Communications, Inc. expects to increase its cash reserve by One Hundred and Fifty Thousand Dollars (\$150,000). When necessary, TDI Communications, Inc. has the ability to receive a loan of up to One Hundred Thousand Dollars (\$100,000), at any time, from its affiliation with ShopLoop.com, Inc.

Exhibit 5

EYAL YECHEZKELL
322 East 50th Street, New York, NY 10022
(212) 588-1180 ♦ eyal@shoploop.com

Eyal Yechezkel is the Chief Executive Officer of ShopLoop.com, Inc. From March 1999 to March 2000, Mr. Yechezkel was Vice President of Madison Morgan Group, Ltd., a consulting firm that consults to development stage and emerging growth companies in the area of corporate structure, offering material preparation and strategic planning. From 1993 to 1998, Mr. Yechezkel was the general manager and treasurer of Aviv Ventures, Inc. Mr. Yechezkel presently serves on the Board of Directors of Aquaculture International, Ltd. and CyberCeed Corp. He currently holds Series 7 and 63 licenses from the National Association of Securities Dealers. Mr. Yechezkel has received his Bachelor of Science degree in Finance from Florida Atlantic University.

WORK HISTORY

2000 – PRESENT	Chief Executive Officer, ShopLoop.com, Inc.
1999 – 2000	Vice President, Madison Morgan Group, Ltd.
1998 – 1999	Office Manager, PJH Financial, Inc.
1993 – 1998	General Manager & Treasurer, Aviv Ventures Inc.

EDUCATION AND PROFESSIONAL QUALIFICATIONS

Education:	Florida Atlantic University, Boca Raton, FL Bachelor of Science degree in Finance.
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Professional Qualifications:	Series 7 and 63 licenses from the National Association of Securities Dealers.
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ITAI KATHEIN
322 East 50th Street, New York, NY 10022
(212) 588-1180 ♦ itai@shoploop.com

Itai Kathein is the President of ShopLoop.com, Inc. From December 1997 to July 1999, Mr. Kathein was a Fund Accounting Analyst at Franklin Templeton Investments, a global investment management company. Mr. Kathein accounted for a six billion dollar mutual fund, including recording daily securities transactions and maintaining the fund's compliance with various tax and regulatory rules. In addition, Mr. Kathein was responsible for financial reports and regulatory filings, and worked on external audits, excise tax calculations, and preparation of reports to the Treasurer and Directors of the funds. Mr. Kathein has received a dual Bachelor of Science in Finance and International Business and a Bachelor of Art in Computer Information Technologies from Florida Atlantic University.

WORK HISTORY

1999 – PRESENT President, ShopLoop.com, Inc.

1997 – 1999 Mutual Fund Analyst, Franklin Templeton Investments

EDUCATION AND PROFESSIONAL QUALIFICATIONS

Education: Florida Atlantic University, Boca Raton, FL
 Bachelor of Science degree in Finance & International Business
 Bachelor of Art degree in Computer Information Technologies

Professional Qualifications: Member Association of Internet Professionals
 Certified Macromedia ColdFusion Developer