

**FLEISCHMAN AND WALSH, L. L. P.**

ATTORNEYS AT LAW  
A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

AARON I. FLEISCHMAN  
FLEISCHMAN AND WALSH, P. C.  
CHARLES S. WALSH  
ARTHUR H. HARDING  
STUART F. FELDSTEIN  
RICHARD RUBIN  
JEFFRY L. HARDIN  
STEPHEN A. BOUCHARD  
R. BRUCE BECKNER  
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MATTHEW D. EMMER  
JILL KLEPPE McCLELLAND  
STEVEN N. TEPLITZ  
PETER T. NOONE\*  
ERIN R. BIRMINGHAM  
REGINA R. FAMIOLIETTI  
MARK G. JOHNSTON\*\*  
TERRI B. NATOLI\*\*\*  
RHETT D. WORKMAN\*\*\*\*  
CRAIG A. GILLEY  
MARK F. VILARDO  
PETER J. BARRETT

\* NEW YORK AND NEW JERSEY BARS ONLY  
\*\* NEW YORK BAR ONLY  
\*\*\* VIRGINIA BAR ONLY  
\*\*\*\*PENNSYLVANIA BAR ONLY

**VIA OVERNIGHT MAIL**

Florida Public Service Commission  
Capital Circle Office Center  
2540 Shumard Oak Blvd., Gunter Bldg.  
Tallahassee, FL 32399-0850

1400 SIXTEENTH STREET, N. W.  
WASHINGTON, D. C. 20036

(202) 939-7900  
FACSIMILE (202) 745-0916  
INTERNET fw\_law@clark.net

March 5, 1996

960295-TI

**Re: Application of World Long Distance, Inc. for Certificate of Public Convenience and Necessity**

Dear Chief Clerk:

Transmitted herewith for filing on behalf of World Long Distance, Inc. ("World Long Distance") are an original and twelve copies of its application for a certificate of public convenience and necessity, on Form PSC/CMU 31, and a proposed tariff. As World Long Distance is eager to commence its Florida intrastate operations as expeditiously as possible, prompt processing of this application and tariff is hereby requested.

So that we may have proof of this filing, please date-stamp the extra copy of this letter, and return it in the self-addressed, stamped envelope provided.

A check in the amount of two hundred fifty dollars (\$250.00), in payment of the filing fee, is enclosed.

If there are any questions, kindly communicate directly with the undersigned counsel at 202-939-7900.

Respectfully submitted,

*Terri B. Natoli*

Terri B. Natoli  
Mitchell F. Brecher

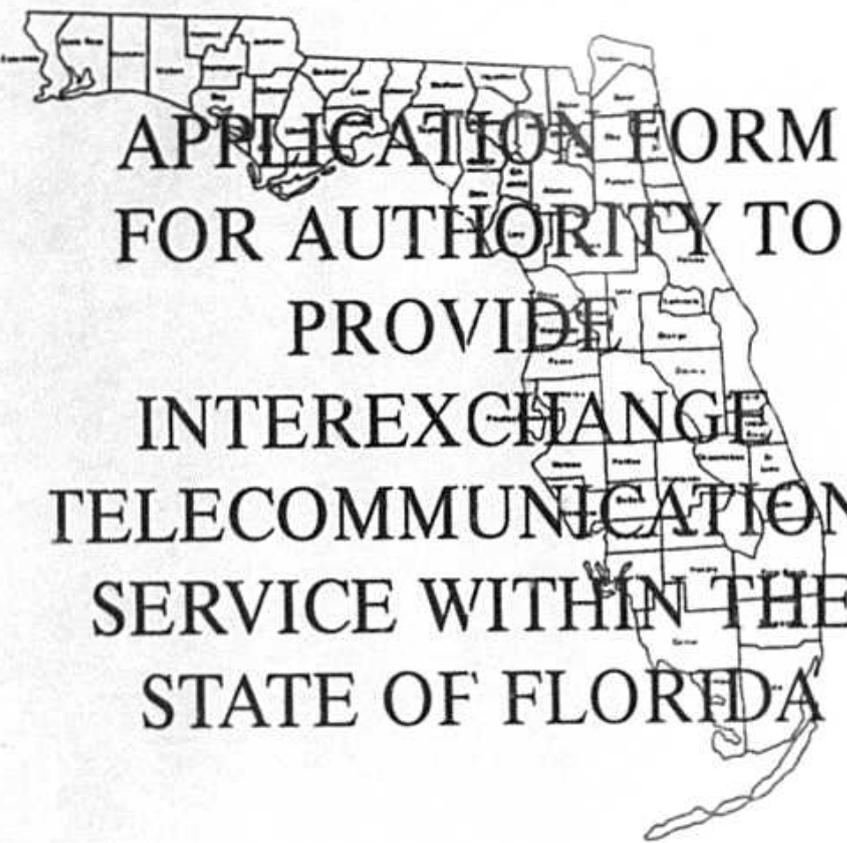
Counsel for World Long Distance, Inc.

DOCUMENT NUMBER-DATE

02756 MAR-6 8

FPSC-RECORDS/REPORTING

TBN/aml/36792



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

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

**DIVISION OF COMMUNICATIONS  
BUREAU OF SERVICE EVALUATION**

**APPLICATION FORM  
for  
AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS SERVICE  
WITHIN THE STATE OF FLORIDA**

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Instructions

- A. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Appendix A).
- B. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. If you have questions about completing the form, contact:
- E. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

Florida Public Service Commission  
Division of Communications  
Bureau of Service Evaluation  
2540 Shumard Oak Blvd.  
Gunter Building  
Tallahassee, Florida 32399-0850  
(904) 413-6600

Florida Public Service Commission  
Division of Administration  
2540 Shumard Oak Blvd.  
Gunter Building  
Tallahassee, Florida 32399-0850  
(904) 413-6251

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

1. 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).

2. Select what type of business your company will be conducting (check all that apply):

- Facilities based carrier - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.
- Operator Service Provider - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- Reseller - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.
- Switchless Rebiller - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- Multi-Location Discount Aggregator - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers. Then offers the resold service by enrolling unaffiliated customers.



9. If incorporated, please give:

- (a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

See Exhibit A

Corporate charter number: P95000089849

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

Applicant is a Florida Corporation

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

N/A

Fictitious name registration number: \_\_\_\_\_

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

N/A

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

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

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

Terri B. Natoli (202) 939-7900

- (a) The application; Mitchell F. Brecher  
Fleischman & Walsh L.L.P. 1400 16th St. Wash.D.C.
- (b) Official Point of Contact for the ongoing operations of the company;  
Luis Coello, President 444 Brickell Ave. Suite 820  
Miami, Florida 33131
- (c) Tariff; (305) 371-5353
- Same as 10(b)

- (d) Complaints/Inquiries from customers;  
Same as 10(b)

11. List the states in which the applicant:

- (a) Has operated as an interexchange carrier.  
Applicant will provide interstate and international service.
- (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.
- (f) Has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.  
None - But see Exhibit B

12. What services will the applicant offer to other certificated telephone companies:  
None - But see Exhibit B

- ( ) Facilities. ( ) Operators.  
( ) Billing and Collection. ( ) Sales.  
( ) Maintenance.  
( ) Other: \_\_\_\_\_

13. Do you have a marketing program?  
Yes

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.).

Applicant will pay commissions to agents and distributors

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) Since service is Pre-paid calling card service, bills are not rendered to the end user. The card is paid for in advance and decremented upon use.

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?

The name of applicant and a toll free number will appear on each of its calling cards.

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

N/A

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

A. Financial capability. See Exhibit C

Regarding the showing of financial capability, the following applies:

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

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

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

If the applicant does not have audited financial 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 Exhibit C

C. Technical capability.

See Exhibit C

9. 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 Exhibit D

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).

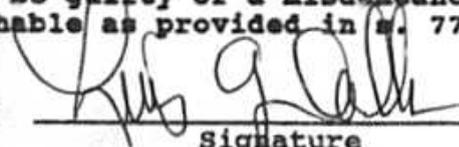
22.  **Other:** 1+800+ Access number + Authorization code+ Number to be reached  
Prepaid calling card service

**\*\* 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

3/1/96

Date

Luis Coello

President

Title

305-371-5353

Telephone No.

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

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

**CERTIFICATE TRANSFER STATEMENT**

N/A

I, (TYPE NAME) \_\_\_\_\_,  
(TITLE) \_\_\_\_\_, of (NAME OF COMPANY)  
\_\_\_\_\_, and current  
holder of certificate number \_\_\_\_\_, have reviewed  
this application and join in the petitioner's request for a  
transfer of the above-mention certificate.

**UTILITY OFFICIAL:**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Title

\_\_\_\_\_  
Telephone No.

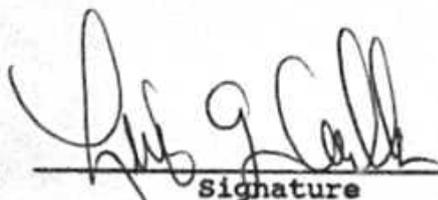
**\*\* APPENDIX B \*\***

**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):

- (x )            The applicant will not collect deposits nor will it collect payments for service more than one month in advance.
- ( )            The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)

**UTILITY OFFICIAL:**

  
\_\_\_\_\_  
Signature

3/1/96  
Date

Luis Coello

President  
Title

305-371-5353  
Telephone No.

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

**INTRASTATE NETWORK**

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

1) 444 Brickell Ave. 2)  
Miami, Florida  
33131

3) 4)

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

1) Type= PC Solutions 2)  
Same as above

3) 4)

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

1) <u>POP-to-POP</u>	<u>TYPE</u>	<u>OWNERSHIP</u>
2) Microwave, Fiber, or Satellite	Leased	Facilities-Based or Resale Carriers From whom service is obtained.

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

All Exchanges

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

5. **TRAFFIC RESTRICTIONS:** Please explain how the applicant will comply with the EAEA requirements contained in Commission Rule 25-24.471 (4) (a) (copy enclosed).

Since Applicant will be reselling service provided by other facilities-based carriers which are certificated by the FPSC and comply with the EAEA requirements contained in Rule 25-24.47(4)(a), Applicant's service will also be in compliance.

6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has ( ) or has not ( X ) previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:

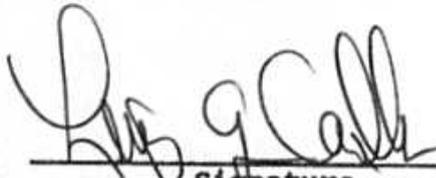
- a) What services have been provided and when did these services begin?

N/A

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

N/A

UTILITY OFFICIAL:

  
\_\_\_\_\_  
Signature

3/1/96

Date

Luis Coello

President

Title

305-371-5353

Telephone No.

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

**FLORIDA TELEPHONE EXCHANGES**

AND

EAS ROUTES

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate.

In an effort to assist you, attached is a list of major exchanges in Florida showing the small exchanges with which each has extended area service (EAS).

**\*\* FLORIDA EAS FOR MAJOR EXCHANGES \*\***

<u>Extended Service Area</u>	<u>with</u>	<u>These Exchanges</u>
PENSACOLA:		Cantonment, Gulf Breeze Pace, Milton Holley-Navarre.
PANAMA CITY:		Lynn Haven, Panama City Beach, Youngstown-Fountain and Tyndall AFB.
TALLAHASSEE:		Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
JACKSONVILLE:		Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburg Orange Park, Ponte Vedra and Julington.
GAINESVILLE:		Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALA:		Belleview, Citra, Dunnellon,

Forest Lady Lake (B21),  
 McIntosh, Oklawaha,  
 Orange Springs, Salt Springs and  
 Silver Springs Shores.

**DAYTONA BEACH:** New Smyrna Beach.

**TAMPA:**

Central	None
East	Plant City
North	Zephyrhills
South	Palmetto
West	Clearwater

**CLEARWATER:** St. Petersburg, Tampa-West and  
 Tarpon Springs.

**ST. PETERSBURG:** Clearwater.

**LAKELAND:** Bartow, Mulberry, Plant City,  
 Polk City and Winter Haven.

**ORLANDO:** Apopka, East Orange, Lake Buena  
 Vista, Oviedo, Windermere,  
 Winter Garden,  
 Winter Park, Montverde, Reedy  
 Creek, and Oviedo-Winter  
 Springs.

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

**TITUSVILLE:** Cocoa and Cocoa Beach.

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

**MELBOURNE:** Cocoa, Cocoa Beach, Eau Gallie  
 and Sebastian.

**SARASOTA:** Bradenton, Myakka and Venice.

**FT. MYERS:** Cape Coral, Ft. Myers Beach, North Cape  
 Coral, North Ft. Myers, Pine Island, Lehigh  
 Acres and Sanibel-Captiva Islands.

**NAPLES:** Marco Island and North Naples.

**WEST PALM BEACH:** Boynton Beach and Jupiter.

POMPANO BEACH:

Boca Raton, Coral Springs,  
Deerfield Beach and Ft.  
Lauderdale.

FT. LAUDERDALE:

Coral Springs, Deerfield Beach,  
Hollywood and Pompano Beach.

HOLLYWOOD:

Ft. Lauderdale and North Dade.

NORTH DADE:

Hollywood, Miami and Perrine.

MIAMI:

Homestead, North Dade and  
Perrine

**\*\* APPENDIX E \*\***

**\*\* GLOSSARY \*\***

**ACCESS CODE:** The term denotes a uniform four or seven digit code assigned to an individual IXC. The five digit code has the form 10XXX and the seven digit code has the form 950-XXXX.

**BYPASS:** Transmission facilities that go direct from the local exchange end user to an IXC point of presence, thus bypassing the local exchange company.

**CARRIERS CARRIER:** An IXC that provides telecommunications service, mainly bulk transmission service, to other IXC only.

**CENTRAL OFFICE:** A local operating unit by means of which connections are established between subscribers' lines and trunk or toll lines to other central offices within the same exchange or other exchanges. Each three (3) digit central office code (NXX) used shall be considered a separate central office unit.

**CENTRAL OFFICE CODE:** The term denotes the first three digits (NXX) of the seven (7) digit telephone number assigned to a customer's telephone exchange service.

**COMMISSION:** The Florida Public Service Commission.

**COMPANY, TELEPHONE COMPANY, UTILITY:** These terms may be used interchangeably herein and shall mean any person, firm, partnership or corporation engaged in the business of furnishing communication service to the public under the jurisdiction of the Commission.

**DEDICATED FACILITY:** The term denotes a transmission circuit which is permanently for the exclusive use of a customer or a pair of customers.

**END USER:** The term denotes any individual, partnership, association, corporation, governmental agency or any other entity which (A) obtains a common line, uses a pay telephone or obtains interstate service arrangements in the operating territory of the company or (B) subscribes to interstate services provided by an IXC or uses the services of the IXC when the IXC provides interstate service for its own use.

**EQUAL ACCESS EXCHANGE AREAS:** EAEA means a geographic area, configured based on 1987 planned toll center/access tandem areas, in which local exchange companies are responsible for providing equal access to both carriers and customers of carriers in the most economically efficient manner.

**EXCHANGE:** The entire telephone plant and facilities used in providing telephone service to subscribers located in an exchange area. An exchange may include more than one central office unit.

**EXCHANGE (SERVICE) AREA:** The territory, including the base rate suburban and rural areas served by an exchange, within which local telephone service is furnished at the exchange rates applicable within that area.

**EXTENDED AREA SERVICE:** A type of telephone service furnished under tariff provision whereby subscribers of a given exchange or area may complete calls to, and receive messages from, one or more other contiguous exchanges without toll charges, or complete calls to one or more other exchanges without toll message charges.

**FACILITIES BASED:** An IXC that has its own transmission and/or switching equipment or other elements of equipment and does not rely on others to provide this service.

**FOREIGN EXCHANGE SERVICES:** A classification of exchange service furnished under tariff provisions whereby a subscriber may be provided telephone service from an exchange other than the one from which he would normally be served.

**FEATURE GROUPS:** General categories of unbundled tariffs to stipulate related services.

**Feature Group A:** Line side connections presently serving specialized common carriers.

**Feature Group B:** Trunk side connections without equal digit or code dialing.

**Feature Group C:** Trunk side connections presently serving AT&T-C.

**Feature Group D:** Equal trunk access with subscription.

**INTEREXCHANGE COMPANY:** means any telephone company, as defined in Section 364.02(4), F.S. (excluding Payphone Providers), which provides telecommunication service between exchange areas as those areas are described in the approved tariffs of individual local exchange companies.

**INTER-OFFICE CALL:** A telephone call originating in one central office unit or entity but terminating in another central office unit or entity both of which are in the same designated exchange area.

**INTRA-OFFICE CALL:** A telephone call originating and terminating within the same central office unit or entity.

**INTRASTATE COMMUNICATIONS:** The term denotes any communications in Florida subject to oversight by the Florida Public Service Commission as provided by the laws of the State.

**INTRA-STATE TOLL MESSAGE:** Those toll messages which originate and terminate within the same state.

**LOCAL ACCESS AND TRANSPORT AREA:** LATA means the geographic area established for the administration of communications service. It encompasses designated exchanges, which are grouped to serve common social, economic and other purposes.

**LOCAL EXCHANGE COMPANY (LEC):** Means any telephone company, as defined in Section 364.02(4), F.S., which, in addition to any other telephonic communication service, provides telecommunication service within exchange areas as those areas are described in the approved tariffs of the telephone company.

**OPTIONAL CALLING PLAN:** An optional service furnished under tariff provisions which recognizes a need of some subscribers for extended area calling without imposing the cost on the entire body of subscribers.

**900 SERVICE:** A service similar to 800 service, except this service is charged back to the customer based on first minute plus additional minute usage.

**PIN NUMBER:** A group of numbers used by a company to identify their customers.

**PAY TELEPHONE SERVICE COMPANY:** Means any telephone company, other than a Local Exchange Company, which provides pay telephone service as defined in Section 364.335(4), F.S.

**POINT OF PRESENCE (POP):** Bell-coined term which designates the

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

actual (physical) location of an IXC's facility. Replaces some applications of the term "demarcation point."

**PRIMARY SERVICE:** Individual line service or party line service.

**RESELLER:** An IXC that does not have certain facilities but purchases telecommunications service from an IXC and then resells that service to others.

**STATION:** A telephone instrument consisting of a transmitter, receiver, and associated apparatus so connected as to permit sending and/or receiving telephone messages.

**SUBSCRIBER, CUSTOMER:** These terms may be used interchangeably herein and shall mean any person, firm, partnership, corporation, municipality, cooperative organization, or governmental agency supplied with communication service by a telephone company.

**SUBSCRIBER LINE:** The circuit or channel used to connect the subscriber station with the central office equipment.

**SWITCHING CENTER:** Location at which telephone traffic, either local or toll, is switched or connected from one circuit or line to another. A local switching center may be comprised of several central office units.

**TRUNK:** A communication channel between central office units or entities, or private branch exchanges.

**ATTACHMENTS:**

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

**EXHIBIT A**

**ARTICLES OF INCORPORATION**

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of WORLD LONG DISTANCE, INC., a Florida corporation, filed on November 27, 1995, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H95000013248. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is P95000089849.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-seventh day of November, 1995

Authentication Code: 495A00051743-112795-P95000089849-1/1



CR2EO22 (1-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State

CERTIFICATE OF INCORPORATION

-of-

WORLD LONG DISTANCE, INC.

WE, the undersigned, for the purposes of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of Corporations for Profit.

ARTICLE ONE

The Name of the Corporation shall be WORLD LONG DISTANCE, INC.

ARTICLE TWO

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida and the United States.

ARTICLE THREE

The Corporation is authorized to have 500 shares of Stock at a Par Value of \$1.00 per share, outstanding.

ARTICLE FOUR

The Amount of Capital that which the Corporation shall begin business with shall not be less than FIVE HUNDRED DOLLARS.

Prepared by:  
ANDREW IVES, ESQUIRE,  
Florida Bar No. 0964115  
8781 S. W. 131 Street  
Miami, Florida 33176  
(305) 233-0633

ARTICLE FIVE

The Corporation shall have perpetual existence.

ARTICLE SIX

The registered office and principal place of business for this corporation shall be 444 Brickell Ave. , Suite 820, Miami, Florida 33131.

ARTICLE SEVEN

The number of Directors shall not be less than one.

ARTICLE EIGHT

The Names and Post office addresses of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation and by-laws of the Corporation Laws of the State of Florida, shall hold office for the First Year of the corporation's existence, or until their successors are elected and have qualified, are:

Luis G. Coello, 444 Brickell Ave. Suite 820 Miami, Florida 33131 (President, Secretary, and Director.)

ARTICLE NINE

The Names and Addresses of the Subscribers to the Certificates of Incorporation are:

Luis G. Coello, 444 Brickell Ave. Suite 820 Miami, Fla. 33131.

ARTICLE TEN

The Registered Agent for said Corporation is:

Luis G. Coello, 444 Brickell Ave. Suite 820 Miami, Fla. 33131

ARTICLE ELEVEN

The Corporation shall have all the rights and powers as Set Forth in the Florida Statutes, applicable to Corporations for Profit.

WE THE UNDERSIGNED, being the original Subscribers to the Capital Stock hereinabove named for the purpose of Forming a Corporation for Profit to do business, both with and without the State of Florida, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring that the facts herein stated are true, and have hereunto set my hand and seals this 22 day of November, 1995.

Luis G. Coello (SEAL)  
\_\_\_\_\_  
\_\_\_\_\_  
(SEAL)

STATE OF FLORIDA        }  
                                  }ss  
COUNTY OF DADE        }

ON THIS DAY, BEFORE ME, personally appeared:  
Luis G. Coello

the Parties to the foregoing Certificate of Incorporation known to me personally to be such or produced the following identification \_\_\_\_\_, and acknowledged the said Certificate to be free and voluntary act and Deed of them, and that each statement and fact are therein truly Set Forth.

WITNESS my hand and Notarial Seal at Miami, Florida on this 22 day of November, 1995.

J. Sullivan  
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE

My Commission Expires:



J SULLIVAN  
My Commission CC377365  
Expires Jun. 25, 1998  
Bonded by ANB  
000-852-5878

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

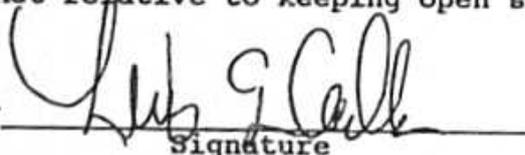
In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That WORLD LONG DISTANCE, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida has named Luis G. Coello agent located at 444 Brickell Ave. Suite 820, City of Miami, County of Dade, State of Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By

  
Signature

Registered Agent  
Luis G. Coello

**EXHIBIT B**

**INFORMATION RELATING TO QUESTION 11(e) and (f)**

Applicant has never had any regulatory penalties imposed upon it for violation of any telecommunications statutes, nor has it been involved in civil court proceedings with any other telecommunications entity. Applicant's president and owner, Mr. Luis Coello, currently owns a company called Telecuba, Inc., which is a distributor of prepaid calling cards. Telecuba, Inc. is currently involved in a dispute before the Florida Public Service Commission with a carrier, World Access Communications Corporation. In addition, Telecuba, Inc. has been named as a defendant in a civil case before the Circuit Court of the 11th Judicial Circuit in and for Dade County, Florida, in Case No. 96-00828 brought by World Access Communications Corporation.

**EXHIBIT C**

**FINANCIAL, MANAGERIAL and TECHNICAL QUALIFICATIONS**

i8A. Financial Capability

Attached hereto as Attachment 1 is a copy of World Long Distance's current Balance Sheet and Income Statement. (World Long Distance is a newly-created corporate entity, therefore, a retained earnings statement for a three year period is not available.) World Long Distance does not have audited financial statements, but its statements have been prepared by outside accountants.

**ATTACHMENT 1 to EXHIBIT C**

**WORLD LONG DISTANCE**  
**FINANCIAL STATEMENTS**  
**(A DEVELOPMENT STAGE ENTERPRISE)**

**MIAMI, FLORIDA**

**JANUARY 26, 1996**

**TO THE BOARD OF DIRECTORS  
AND CORPORATE OFFICERS OF  
WORLD LONG DISTANCE INC.  
MIAMI, FLORIDA 33131**

**THE ATTACHED BALANCE SHEET HAS BEEN PREPARED FOR WORLD  
LONG DISTANCE INC. IN ACCORDANCE WITH THE FINANCIAL  
STATEMENT REPORTING STANDARDS USING THE TAX ACCOUNTING  
PRINCIPLES ESTABLISHED BY THE U.S. TREASURY DEPARTMENT'S  
INTERNAL REVENUE SERVICE FOR A CASH BASIS REPORTING ENTITY.**

**PURSUANT TO OUR RECENT ENGAGEMENT TO PROVIDE FINANCIAL  
DATA FOR; WORLD LONG DISTANCE INC. AS OF JANUARY 25, 1996. WE  
ATTACHED THE FOLLOWING STATEMENTS.**

**BALANCE SHEET-----INCOME TAX BASIS  
(A DEVELOPMENT STAGE ENTERPRISE)**

**STATEMENT OF OPERATIONS-----INCOME TAX BASIS  
(A DEVELOPMENT STAGE ENTERPRISE)**

**XIOMARA LEE PA.**

**JANUARY 26, 1996**

**ACCOUNTANT**

WORLD LONG DISTANCE INC.  
(A DEVELOPMENT STAGE ENTERPRISE)  
BALANCE SHEET (READ ACCOUNTANTS' REPORT AND NOTES)  
JANUARY 25, 1996

ASSETS

CURRENT ASSETS

Cash	\$ 6,000
	-----
Total Current Assets	6,000
	-----

LONG TERM ASSETS

Machinery & Equipment	155,277
Furniture & Fixture	12,652
Less Accumulated Depreciation	( 3,165)
	-----

Total Long Term Assets 164,764

OTHER ASSETS

Security Deposits	5,445
	-----

Total Other Assets 5,445

TOTAL ASSETS \$ 176,209

The accompanying notes are an integral part  
of these financial statements

**WORLD LONG DISTANCE INC.**  
**(A DEVELOPMENT STAGE ENTERPRISE)**  
**BALANCE SHEET (READ ACCOUNTANTS' REPORT AND NOTES)**  
**January 25, 1996**

**LIABILITIES AND STOCKHOLDER'S EQUITY**

**CURRENT LIABILITIES**

Short Term Notes	<b>\$ 39,000</b>
------------------	------------------

Total Short Term Notes	<u>39,000</u>
------------------------	---------------

**LONG TERM LIABILITIES**

Due To Affiliates (Telecuba)	<b>70,000</b>
------------------------------	---------------

Total Long Term Liabilities	<u>70,000</u>
-----------------------------	---------------

<b>TOTAL LIABILITIES</b>	<u><b>109,000</b></u>
--------------------------	-----------------------

**STOCKHOLDER'S EQUITY**

Common Stock	<b>100</b>
--------------	------------

Additional Paid In Capital	<b>76,219</b>
----------------------------	---------------

Accumulated Deficit (Development Stage)	<b>( 9,110)</b>
---	-----------------

Total Stockholder's Equity	<u>67,209</u>
----------------------------	---------------

<b>TOTAL LIABILITIES &amp; STOCKHOLDER'S EQUITY</b>	<u><b>176,209</b></u>
---	-----------------------

The accompanying notes are an integral part  
of these financial statements

**WORLD LONG DISTANCE INC.**  
**(A Development Stage Enterprise)**  
**STATEMENT OF OPERATIONS AND ACCUMULATED DEFICIT DURING THE**  
**DEVELOPMENT STAGE**  
**(READ ACCOUNTANTS REPORT AND NOTES)**  
**From January 2, 1996 (inception of operations) to January 25, 1996**

<b>Sales</b>	<b>\$</b>	<b>----</b>
<b>Expenses</b>		
<b>General and administrative expenses</b>		<b>5,945.00</b>
<b>Depreciation</b>		<b>3,165.00</b>
		<b>-----</b>
<b>NET LOSS</b>		<b>9,110.00</b>

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

**WORLD LONG DISTANCE INC.**  
**(A DEVELOPMENT STAGE ENTERPRISE)**  
**SUPPLEMENTARY INFORMATION (READ ACCOUNTANTS REPORT)**  
**From January 2, 1996 to January 25, 1996**

**Schedule of short term debts**

<b>Due to PCS Telecom</b>	<b>\$39,000.00</b>
	<b>-----</b>
<b>Total Short Term Debts</b>	<b>\$39,000.00</b>

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

**WORLD LONG DISTANCE INC.**  
**(A DEVELOPMENT STAGE ENTERPRISE)**  
**SUPPLEMENTARY INFORMATION (READ ACCOUNTANTS REPORT)**  
**From January 2, 1996 to January 25, 1996**

**Schedule of general and administrative expenses**

<b>Salaries</b>	<b>\$3,000.00</b>
<b>Rent</b>	<b>2,556.00</b>
<b>Payroll Taxes</b>	<b>229.00</b>
<b>Supplies</b>	<b>160.00</b>
	<b>-----</b>
<b>Total general and administrative expenses</b>	<b>\$5,945.00</b>

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

WORLD LONG DISTANCE INC.  
(A Development Stage Enterprise)  
NOTES TO FINANCIAL STATEMENTS  
From January 1, 1996 to January 25, 1996

**NOTE 1- SUMMARY OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES**

World Long Distance Inc., was incorporated on November 27, 1995 and commenced operations on January 2, 1996. The company will operate as a supplier of long distance air time to many other telecommunication companies. The company is in the development stage since planned principal operations have commenced, but there have been no revenues therefrom.

**Property:**

The company's property is stated at cost. Depreciation is being provided principally on a straight line method over the estimated useful lives of the assets.

**NOTE 2- COMMITMENTS**

The company is obligated under a real estate lease agreement expiring December 1, 1996 for rental of office space. The lease calls for monthly payments for the amount of \$2,556.25.

The company also has short term obligations with PCS Telecom for the balance \$39,000 due on the purchase of equipment. The company plans to cancel this obligation within the next couple of months.

The company is furthermore obligated to pay its affiliate Telecuba inc., the amount of \$70,000.00 due to a capital loan. World Long Distance plans to repay Telecuba, by providing them with an airtime service equal to that amount, as a partial monthly credit over a period of time.

**NOTE 3- FORECAST**

The company plans to be fully operational by the beginning of February and already has lined up several clients. The company projects its monthly income to be about \$1,000,000.00 by June of 1996 and \$2,000,000.00 by year's end. The general administrative, and other operating expense are expected to increase with respect to income, but never to exceed it. Using the conservatism principle, the monthly gross profit is expected to be about \$50,000.00 to \$60,000.00 by June of 1996 and \$100,000.00 to \$120,000.00 by year's end.

18B and C. Managerial and Technical Capability

World Long Distance has an experienced and effective management team with experience in the prepaid calling card business. It maintains a qualified staff of customer service representatives, accessible by an 800 number, to answer any questions about its service. World Long Distance has the technical capability to provide its service through the acquisition of leased telecommunication lines from other certificated carriers and through World Long Distance's switch.

Attachment 2 contains the resumes of WORLDtel's key staff reflecting both their managerial and technical expertise.

**ATTACHMENT 2 to EXHIBIT C**

## LUIS G. COELLO

14355 S.W. 78TH AVE. • MIAMI, FL. 33158 • (305) 255-9581

### Objective

A FORMAL PRESENTATION OF MY PAST AND CURRENT ACHIEVEMENTS.

### Experience

- FEB. 1996 TO PRESENT** TELECOLOMBIA COMMUNICATION, INC. MIAMI, FLORIDA  
*OWNER, PRESIDENT, C.E.O.*  
WHOLESALE LONG DISTANCE PREPAID CALLING CARDS TO MANY DIFFERENT DISTRIBUTORS.
- NOV. 1995 TO PRESENT** WORLD ACCESS CARD, INC. MIAMI, FLORIDA  
*OWNER, PRESIDENT, C.E.O.*  
WHOLESALE OF LONG DISTANCE PREPAID CALLING CARDS TO MANY DIFFERENT DISTRIBUTORS.
- NOV. 1995 TO PRESENT** WORLD LONG DISTANCE, INC. MIAMI, FLORIDA  
*OWNER, PRESIDENT, C.E.O.*  
RESELLER OF LONG DISTANCE SERVICE.
- MAY 1995 TO PRESENT** TELECUBA, INC. MIAMI, FLORIDA  
*OWNER, PRESIDENT, C.E.O.*  
WHOLESALE OF LONG DISTANCE PREPAID CALLING CARDS TO MANY DIFFERENT DISTRIBUTORS.
- MAY 1995 TO PRESENT** CELLULAR ACCESS COMMUNICATIONS, INC. MIAMI, FLORIDA  
*OWNER, PRESIDENT, C.E.O.*  
WHOLESALE OF LONG DISTANCE PREPAID CALLING CARDS TO MANY DIFFERENT DISTRIBUTORS.

### Additional Experience

- APRIL 1987 TO 1994** COELLO TILE DESIGNS, INC. MIAMI, FLORIDA  
*PARTNER, ADMINISTRATOR*  
DUTIES INCLUDED THE SUPERVISION OF DAY TO DAY OPERATIONS AND CONTROL OVER THE MARKETING AND PUBLIC RELATIONS SECTOR OF THE BUSINESS.
- 1984 TO 1986** CORAL GABLES SOUTH REALTY CORAL GABLES, FLORIDA  
*REALTOR ASSOCIATE*  
DUTIES INCLUDED THE SALE OF REAL ESTATE PROPERTY.
- 1982 TO 1984** AMERICAN IMPORT & EXPORT UNIVERSAL FT. LAUDERDALE, FLORIDA  
*CORPORATE TRAINEE*  
DUTIES INCLUDED THE SUPERVISION OF STAFF, AND WAS ALSO IN CHARGE OF SETTING UP AND EXECUTING MARKETING STRATEGIES. DUTIES ALSO INCLUDED PUBLIC RELATIONS.

### Education

- 1979** STAN FRIEDMAN REALTY SCHOOL MIAMI, FLORIDA  
*REAL ESTATE LICENSE.*

1976

MIAMI DADE COMMUNITY COLLEGE  
*BUSINESS*

MIAMI, FLORIDA

**Personal**

EXTENSIVE SUPERVISORY AND MARKETING EXPERIENCE. COMPUTER KNOWLEDGE IN MANY DIFFERENT SOFTWARE'S PERTAINING TO TELECOMMUNICATIONS.

## ANGEL PROL

11215 S.W. 88th Street  
Miami, Florida 33176  
(305)279-8803

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### Objective

Responsible position in the MIS (Management Information System) Departments in Federal, State, Local Governments, and Private Industries, utilizing my experiences and skills depicted.

### EXPERIENCE

- World Long Distance* *Miami, Florida*  
Computer Programming Analyst 1995-Present  
Control, Development and maintenance of all computerized systems within the MIS Department reporting to the System Administrator of Long Distance calls, developing and implementing systems to ultimately create reports depicting system usage time, operations training, research and development of operational cost cutting methods and billing reports to all customers on a monthly basis.
- World Access Communications Corp.* *Miami, Florida*  
Computer Programming Analyst 1992-1995  
Control, Development and maintenance of all computerized systems within the MIS Department reporting to the System Administrator of Long Distance calls, developing and implementing systems to ultimately create reports depicting system usage time, operations training, research and development of operational cost cutting methods and billing reports to all customers on a monthly basis.
- Copiadoras de Panama* *Panama City, Panama*  
Computer Programming Analyst 1990-1992  
Development and Maintenance of all phases within in the MIS (Management Information Systems) Department responsible for Finance, Accounts Receivables, Accounts Payables General Accounting, Inventory, Billing, Planning and others. In charge of Electronic Financial Information which included Research and Analysis for the development of new Computerized Applications, Systems Design and Development, Presentation of company Services to clients End user Training in all Departme its and continual technical support.
- Universidad Tecnologica de Panama* *Panama City, Panama*  
Microcomputer Laboratory Operator 1989-1990  
Control and development of all Student laboratory assignments, helping them ultimately to develop class paralell objectives, report all student assignments to each pertaining teachers and troubleshoot computer systems for the University Student body in the Computer Sciences field.

### EDUCATION

- 1987-1992 **Universidad Tecnologica de Panama** Panama City, Panama  
*Computer Engineering Technologist-Computer Systems Analyst*
- 1982-1986 **Instituto Rubiano** Panama City, Panama  
*Bachelor Business Administration in Accounting*

### COMPUTER MAINFRAME PROGRAMMING SKILLS

Cobol, RPG, FORTRAN, C, C ++, Basic, Pascal, Dbase, Foxpro, Clipper, IBM System 34,36,4361

**EXHIBIT D**

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TITLE SHEETFLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations and rates applicable to the furnishing of service and facilities for telecommunications services provided by World Long Distance, Inc. ("World Long Distance" or "Company"), 444 Brickell Avenue, Miami, Florida, 33131. This tariff applies for services furnished within the state of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

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ISSUED: March 5, 1995

EFFECTIVE:

ISSUED BY:

Luis Coello  
President and CEO  
World Long Distance, Inc.  
444 Brickell Avenue, Suite 820  
Miami, FL 33131

CHECK SHEET

Sheets 1 through 16 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 page.

<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

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ISSUED: March 5, 1995

EFFECTIVE:

ISSUED BY:

Luis Coello  
President and CEO  
World Long Distance, Inc.  
444 Brickell Avenue, Suite 820  
Miami, FL 33131

TABLE OF CONTENTS

Title Sheet . . . . . 1  
Check Sheet . . . . . 2  
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Section 1: Technical Terms and Abbreviations . . . . . 6  
Section 2: Rules and Regulations . . . . . 8  
Section 3: Description of Service . . . . . 13  
Section 4: Rates . . . . . 15

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ISSUED: March 5, 1995

EFFECTIVE:

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President and CEO  
World Long Distance, Inc.  
444 Brickell Avenue, Suite 820  
Miami, FL 33131

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

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ISSUED: March 5, 1995

EFFECTIVE:

ISSUED BY:

Luis Coello  
President and CEO  
World Long Distance, Inc.  
444 Brickell Avenue, Suite 820  
Miami, FL 33131

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TARIFF FORMAT

- A. Sheet Numbering - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. Sheet Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the FPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FPSC follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff 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).I.
  - 2.1.1.A.1.(a).I.(i).
  - 2.1.1.A.1.(a).I.(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 the same pages). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the FPSC.

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ISSUED: March 5, 1995

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World Long Distance, Inc.  
444 Brickell Avenue, Suite 820  
Miami, FL 33131

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS1.1 Access Line

An arrangement which connects the calling customer's location to a World Long Distance, Inc.'s network switching center or a switching center of one of World Long Distance's underlying carriers.

1.2 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 decrementing the calling card account.

1.3 Called Station

Denotes the terminating point of a call (i.e., the called telephone number).

1.4 Company or Carrier

World Long Distance, Inc. ("World Long Distance")

1.5 Customer

The person, firm, corporation or other entity which purchases prepaid calling cards from the Company pursuant to contracts and this tariff for any purpose, including subsequent distribution to end-users (also called "Distributor") and is responsible for payment to the Company of all charges associated with purchasing the calling cards.

1.6 End-User

A person initiating an intrastate telephone call using the services of the Company (also called "authorized user").

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EFFECTIVE:

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Miami, FL 33131

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1.7 LATA - (Local Access and Transport Area)

A geographic area established as required by the Modified Final Judgment entered in United States v. Western Electric Co., Inc., 552 F. Supp. 131 (D.D.C. 1982), within which a local exchange telephone company provides communication services.

1.8 LEC - Local exchange telephone company.

1.9 Prepaid Calling Card

A Company-issued calling card which gives the cardholder (end-user) calling privileges from virtually any location. The end-user calls an 800 access number provided by the Company, dials in an authorization code to access the Company's network utilizing the transmission facilities of other authorized carriers to terminate the call. The card is paid for in advance of use and carrier decrements the cost of each call from the amount preprogrammed on the card according to the carrier's published rate schedules. The card may be recharged or reactivated by the cardholder.

1.10 Underlying Carrier

A provider of interexchange telecommunication services from whom World Long Distance acquires services, which it resells to its customers.

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ISSUED: March 5, 1995

EFFECTIVE:

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---

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

World Long Distance provides long distance services through the use of prepaid calling cards.

World Long Distance provides the communication services hereunder in accordance with the terms and conditions set forth in 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 World Long Distance network. The customer shall be responsible for all charges due for such service arrangements.

The Company's services and facilities are available twenty-four hours per day, seven days per week.

2.2 Limitations

2.2.1 Certain operator functions are referred to a local exchange operator.

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

2.2.3 World Long Distance reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control; or when the customer or end-user is using service in violation of the law or the provisions of this tariff.

2.3 Connection Fees

The Company may charge a connection fee to provide service. Any such fee will be set forth in Section 4 of this tariff.

2.4 Liabilities of the Company

2.4.1 World Long Distance liability for damages arising out of mistakes, omissions, interruptions, delays,

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ISSUED: March 5, 1995

EFFECTIVE:

ISSUED BY:

Luis Coello  
President and CEO  
World Long Distance, Inc.  
444 Brickell Avenue, Suite 820  
Miami, FL 33131

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errors or defects in the transmission occurring in the course of furnishing service, channels or other facilities, and not caused by the negligence of the customers, commences upon use of service and in no event exceeds an amount equivalent to the proportionate charge to the customer for the period of service during which such mistakes, omission, interruptions, delays, errors or defects in the transmission occur. For the purposes of computing such amount, a month is considered to have thirty (30) days.

- 2.4.2 In no event will carrier be responsible for consequential damages or lost profits a customer or end user suffers as a result of interrupted or unsatisfactory service.
- 2.4.3 Carrier is not liable for any act or omission of any other company or companies furnishing a portion of the service. No agents or employees of other carriers or companies shall be deemed to be agents or employees of carrier.
- 2.4.4 The customer or end user shall indemnify and hold Carrier harmless against:
- 2.4.4.A Claims for libel, slander or infringement of copyright arising out of the material, data, information or other content transmitted over carrier's channels or facilities;
  - 2.4.4.B Patent infringement claims arising from combining or connecting carrier-furnished channels with apparatus and systems of the customer; and
  - 2.4.4.C All other claims arising out of any act or omission of the customer or end-user in connection with any service provided by carrier.

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ISSUED: March 5, 1995

EFFECTIVE:

ISSUED BY:

Luis Coello  
President and CEO  
World Long Distance, Inc.  
444 Brickell Avenue, Suite 820  
Miami, FL 33131

- 2.4.5 Carrier is not liable for any act or omission of any other company or companies, including, but not limited to any LEC or underlying carrier furnishing a portion of the service.
- 2.4.6 Carrier does not guarantee or make any warranty with respect to any equipment provided by it where such equipment is used in locations containing an atmosphere that is explosive, prone to fire, dangerous or otherwise unsuitable for such equipment. The customer shall indemnify and hold carrier harmless from any and all losses, claims, demands, suits or other actions, or any liabilities whatsoever, whether suffered, made, instituted or asserted by the customer or by any other party or persons, for any personal injury or death of any person or persons, and for any loss, damage or destruction of any property, whether owned by the customer or others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, presence, condition, location or use of such equipment so used.
- 2.4.7 Carrier is not liable for any defacement of, or damage to, the premises of a customer resulting from the furnishing of services or the attachment of instruments, apparatus and associated wiring furnished by the carrier on such customer's premises or by the installation or removal thereof, when such defacement or damage is not the result of carrier negligence. No agents or employees of other participating carriers shall be deemed to be agents or employees of carrier without written authorization.

## 2.5 Responsibilities of the Customer

- 2.5.1 The customer is responsible for taking all necessary legal steps for interconnecting the customer-provided terminal equipment or communications systems with carrier facilities or services. The customer shall secure all licenses,

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ISSUED: March 5, 1995

EFFECTIVE:

ISSUED BY:

Luis Coello  
President and CEO  
World Long Distance, Inc.  
444 Brickell Avenue, Suite 820  
Miami, FL 33131

permits, rights-of-way and other arrangements necessary for such interconnection.

2.5.2 The customer shall ensure that the equipment and/or system is properly interfaced with carrier facilities or services, that the signals emitted into the carrier network are of the proper mode, bandwidth, power and signal level for the intended use of the customer and in compliance with the criteria set forth in this tariff, and that the signals do not damage equipment, injure personnel or degrade service to other customers. If the Federal Communications Commission or some other appropriate certifying body certifies terminal equipment as being technically acceptable for direct electrical connection with interstate communications service, carrier will permit such equipment to be connected with its channels without the use of protective interface devices.

2.5.3 If the customer fails to maintain the equipment and/or system properly, with resulting imminent harm to carrier equipment, personnel or the quality of service to other customers, carrier may, upon written notice, require the use of protective equipment at the customer's expense. If this fails to produce satisfactory quality and safety, carrier may, upon written notice, terminate the customer's service.

## 2.6 Restoration of Service

The use and restoration of service shall be in accordance with the priority system specified in Part 64, Subpart D of the Rules and Regulations of the Federal Communications Commission.

## 2.7 Deposits and Advance Payments

The Company does not require a deposit or advance payments from the customer.

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EFFECTIVE:

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President and CEO  
World Long Distance, Inc.  
444 Brickell Avenue, Suite 820  
Miami, FL 33131

2.8 Exclusion Requirements for Specific Services

Carrier offers no exclusions for specific services.

2.9 Employee Concessions

Carrier offers no special employee concessions.

2.10 Use of Service

Neither customers nor end-users may use the services the carrier furnishes for any unlawful purpose.

2.11 Customer Inquiries

Any customer who has a question regarding service may contact World Long Distance, Inc. at 444 Brickell Avenue, Suite 820 Miami, Florida, 33131.

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SECTION 3 - DESCRIPTION OF SERVICE3.1 Billing Decrements and Rounding

World Long Distance charges for an initial one minute minimum with additional one minute increments thereafter rounded up to the nearest one minute.

3.2 Timing of Calls

The customer's long distance usage charge is based on actual usage of World Long Distance's network. Usage begins when the called party picks up the receiver. When the called party picks up is determined by hardware answer supervision. When software answer supervision is employed, up to sixty (60) seconds of ring is allowed before it is billed as usage of the network. Chargeable time ends when either party hangs up, thereby releasing the network connection.

3.3 Uncompleted Calls

The Company does not charge customers for calls which are not completed (busy numbers, no answer, etc.) unless otherwise indicated.

3.4 Credit and Refunds

All requests for call credits due to bad connection, disconnection, wrong number dialed, etc. shall be made through the Company's business office, at 444 Brickell Avenue, Miami, Florida, 33131

3.5 Calculation of Distance

Usage charges for any mileage sensitive services are based on the airline distance between rate centers associated with the originating and terminating points of the call. For the purpose of determining airline mileage, vertical and horizontal grid lines have been established across the United States and Canada. The spacing between adjacent vertical grid lines and between horizontal grid lines represents a distance of one coordinate unit. This unit is the square root of 0.1,

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express in statute miles. World Long Distance uses the rate centers and associated vertical and horizontal coordinates that Bell Communications Research, Inc. produces in its NPA-NXX V&H Coordinates Tape and the Exchange Carrier Association's NECA Tariff FCC No. 4.

FORMULA:

$$\sqrt{\frac{(V1-V2)^2+(H1-H2)^2}{10}}$$

### 3.6 Minimum Call Completion Rate

A customer can expect a call completion rate (number of calls completed/number of calls attempted) of not less than 99% during peak use periods for all Feature Group D services.

### 3.7 Prepaid Calling Card Service

Service is offered on a measured-use basis to end-users who have obtained the Company's prepaid calling cards from customers or distributors. Service is offered for an initial one minute period with additional one minute incremental periods thereafter using the prepaid calling cards issued by the Company and decremented according to the rate plans set forth in Section 4. The particular rate plan applicable to an end-user's prepaid calling card will be determined based on the customer or distributor distributing the card, length of service commitment, volume of cards purchased, volume of units per calling card purchased, customer's intended method of distribution, and such other competitive and marketplace factors as the Carrier may deem appropriate. An end-user can determine the rate plan applicable to its prepaid calling card by contacting World Long Distance at the 800 number specified on the back of the card.

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SECTION 4 - RATES4.1 Prepaid Calling Service Rates

## Per Minute Usage Rate (All Mileage Bands)

Rate Plan	Cost Per Minute	Rate Plan	Cost Per Minute
1	.12	10	.21
2	.13	11	.22
3	.14	12	.23
4	.15	13	.28
5	.16	14	.30
6	.17	15	.35
7	.18	16	.40
8	.19	17	.45
9	.20	18	.50

4.2 Late Payment and Returned Check Charges

Interest charges are inapplicable due to the prepaid-nature of the Company's service. The Company may assess a charge not to exceed five percent (5%) of the customer's amount due or twenty dollars (\$20.00) for each returned check used to purchase prepaid calling cards.

4.3 Special Promotions

The Company may 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 and under no circumstances run for longer than 90 days in any 12 month period.

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#### 4.4 Exemptions and Special Rates

##### 4.4.1 Discounts for Hearing Impaired Customers

Intrastate toll message rates for TDD users, which is communicated using a telecommunications device for the deaf (TDD) by properly certified business establishments or individuals equipped with TDDs for communications with hearing or speech impaired persons, shall be evening and night calls. These discounts shall be offered by all interexchange carriers and LECs.

##### 4.4.2 Operator Assistance and Directory Assistance For Handicapped Persons

Pursuant to Florida Public Service Commission Rules and regulations, World Long Distance will not charge for the first 50 directory assistance calls initiated per billing cycle by handicapped persons. Operator surcharges for handicapped persons will be waived for operator assistance provided to a caller who identifies himself as being handicapped and unable to dial the call because of a handicap.

##### 4.4.3 Operation of Telecommunications Relay Service

Intrastate toll calls received from the relay service, each local exchange and interexchange telecommunications company billing a relay call will be discounted by 50 percent of the applicable rate for a voice nonrelay call except that where either party is both hearing and visually impaired, the call will be discounted 60 percent off the 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 credit card surcharge.

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