

**** FLORIDA PUBLIC SERVICE COMMISSION ***

**DIVISION OF COMMUNICATIONS DEPOSIT
BUREAU OF SERVICE EVALUATION**

DATE

SEP 05 1997

D607

**APPLICATION FORM
for**

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

91170-TI

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).

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

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MAIL ROOM

(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.

9. If incorporated, please give:

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

Corporate charter number: 1995097 (IN CALIF.)

- (b) Name and address of the company's Florida registered agent. MICHEL NARDI
915 CHESTNUT ST.
CLEARWATER, FL 34616

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

Fictitious name registration number: N/A

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

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

(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.

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

- Original Authority (New company).
- Approval of Transfer (To another certificated company).
- Approval of Assignment of existing certificate (To an uncertificated company).
- Approval for transfer of control (To another certificated company).

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

JOURNEY TELECOM INTERNATIONAL, INC.

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

- SAME -

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

6919 VALJEAN AVE. VAN NUYS, CA 91406

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

N/A

7. Structure of organization;

- Individual
- Foreign Corporation
- General Partnership
- Other, _____
- Corporation
- Foreign Partnership
- Limited Partnership

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

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

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

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

- (a) The application; JACK GOLDWATER, PRESIDENT
611A VALJEAN AVE.
VAN NUYS, CA 91406
818/902-5077
- (b) Official Point of Contact for the ongoing operations of the company;

SAME AS ABOVE

(c) Tariff;

||

(d) Complaints/Inquiries from customers;

||

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier.

CURRENTLY FILING IN ALL STATES

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

WE ARE FILING (CURRENTLY) WITHIN ALL STATES

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

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

NO STATE

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

NO STATE

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

NO STATE

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

- N/A
- 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.).

* SEE ATTACHED SHEET

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

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

17. Please provide the following (if applicable):

- (a) Will the name of your company appear on the bill for your services, and if not who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?

TTI INTERNATIONAL 800/437-1140

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

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 ATTACHED SHEETS

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements for the most recent 3 years, including:

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

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

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

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

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

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

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

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.

B. Managerial capability.

C. Technical capability.

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

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

N/A
 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:

**** 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

8/22/97

Date

PRESIDENT - CEO

Title

818/902-5077

Telephone No.

FORM PSC/CMU 31 (11/95)

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

State of California

1995097

SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

DEC 6 1996



Bill Jones

Secretary of State

ARTICLES OF INCORPORATION

1995097

OF

JOURNEY TELECOM INTERNATIONAL, INC.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 04 1996

GILL JONES, Secretary of State

I

The name of this corporation is JOURNEY TELECOM INTERNATIONAL, INC.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Mr. Jack Goldwater
15236 Burbank Boulevard # 220
Van Nuys, California 91411-3505

IV

The corporation is authorized to issue one class of shares. The class shall be designated as common stock, no par value. The total number of common shares which this corporation is authorized to issue is 10,000,000.

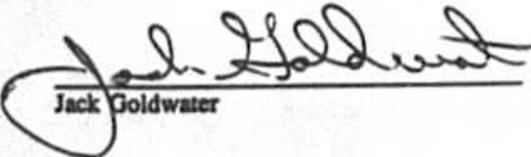
V

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VI

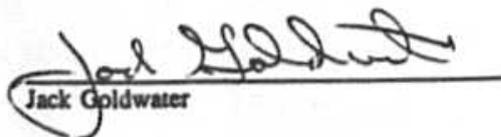
The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

Dated: October 30, 1996



Jack Goldwater

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



Jack Goldwater

Journey Telecom International, Inc., a network marketing company, will be re-selling pre-paid phone cards for intrastate and interstate use as well as offer, as an agent, long distance service to residents and businesses of the State of Florida. (Note: We are currently filing Certification of Authority in all states throughout the Union.)

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions and rates applicable to the furnishing of service for telecommunications services provided by Journey Telecom International, Inc. with principal offices at 6919 Valjean Avenue Van Nuys, CA 91406. This tariff applies for services furnished within the state of Florida. This tariff is on file with the Florida Public Utilities Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued:

Effective: _____

By:

Jack Goldwater, President, and CEO
6919 Valjean Avenue
Van Nuys, CA 91406

1) PRE-PAID PHONE CARDS

The pre-paid phone cards allows the customer to prepay for intrastate and interstate long distance calling time within the State of Florida. The cards are initially sold with 60-minutes of calling time set for each card. The cardholder accesses the pre-paid time by dialing an 888 number identified on the back of the phone card. The cards are not rechargeable (*NOTE: For the future, we will have a Custom Card Program. The sole purpose will be fundraising for different organizations, schools...etc., and those cards sold will be rechargeable at a cost to be determined. Part of those proceeds will go directly back to the organization.) The cost for a pre-paid phone card will be \$20.00 for a 60-minute phone card, which amounts to 33.33 cents per minute.

2) LONG DISTANCE SERVICE

The long distance service allows intrastate and interstate access for residents and businesses with the State of Florida. There is no sign-up fee, and no monthly service fee. The rates are 24 hours a day, 7-days a week. The rate for long distance service will be 11.9 cents per minute interstate, and 12.1 cents per minute intrastate.

LIABILITIES OF THE COMPANY

Journey Telecom International, Inc.'s liability for damages arising out of mistakes, omissions, interruptions, delays, errors, or defects in transmission occurring during the course of furnishing service, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the charge to the customer for the service during which the aforementioned faults in transmission occur. However, any such mistakes, omissions, interruptions, delays, errors, or defects in transmission or service which are caused by or contributed to, by the negligence or willful act of the customer, shall not result in the imposition of any liability whatsoever upon the Company.

Carrier is not liable for the quality of service provided by any local exchange carrier. Carrier is not liable for any act, omission, or negligence of any local exchange carrier or other provider whose facilities are used in furnishing any portion of their service received by Customer.

Carrier shall not be liable for any failure of performance hereunder due to causes beyond its control, including but not limited to civil disorders; labor problems; and fire, flood atmospheric conditions or other phenomena of nature, such as radiation. In addition, Carrier shall not be liable for any failure of performance hereunder due to necessary network reconfigurations; system modifications due to technical upgrades; or regulations established or actions taken by any court or government agency having jurisdiction over the Company.

Issued:**Effective:** _____

By: Jack Goldwater, President and CEO
6919 Valjean Avenue
Van Nuys, CA 91406

JOURNEY TELECOM'S MARKETING PLAN

Journey Telecom is a telecommunications marketing company which features pre-paid phone cards, and offers residential and commercial long distance service, as an agent of WorldCom, Inc. Journey Telecom utilizes network marketing as its primary marketing method.

Plan 1, Pre-Paid Phone Cards. The pre-paid phone card program compensation is geared to sales made by an Independent Representative (IR) and those representative's sales team. The model is based on what are known as sales "phases" and sales "cycles." A sales cycle occurs when an IR and two downlines in the sales team obtain 50 sales of pre-paid phone cards. You start with first attaining 12 sales (in phase 1), and the IR will receive \$100 commission; at 24 sales (in phase 1), the IR gets an additional \$100 commission; and at 50 sales (in phase 1), an additional \$400 commission. At successive phases, there is a higher commission level. Note, there are three important concepts in this compensation plan. First, unlike some network marketing plans, there is no referral fee in connection with the procurement of an IR. The only result is that the IR obtains the procured representative as part of his or her sales team. Second, the fee structure requires balance between the representatives procured by the IR. The smaller leg cannot be less than one-third of the size of the larger leg. In this manner, there is no incentive merely to recruit representatives for their own sake, regardless of productivity. Finally, the incentive structure rewards the generation of volume. As phases advance, the rate of compensation increases. In short, the key element of this compensation plan is that it is product driven. It is not geared toward the recruitment of individuals for the incidental generation of fee revenue. In fact, there is no registration fee for new IR's. Rather, the only cost is the actual cost of materials.

Plan 2, Long Distance Revenue. Long Distance commissions are based on a commission percentage for each long distance customer obtained. Different commission levels apply for commercial and fundraising programs. The primary source of revenue is provided by these commissions. There is no fee for training of new IR's. Critically, upon attaining an IR, the top line IR must also obtain two customers who are not IR's. In this manner, the company focuses on more than the recruitment of representatives; it seeks the attainment of customers who use its products. In conclusion, the Journey Telecom compensation and marketing plan focuses on the accumulation of product and service sales. The price points for the products and services are at or below market level. There is no element of tiered agent recruitment.

JOURNEY TELECOM INTERNATIONAL, INC.
PROFIT AND LOSS STATEMENT
April 1, 1997 through June 30, 1997

REVENUE	\$3,010,222
COST OF GOODS	\$2,347,973
	<hr/>
	\$662,249

GENERAL AND ADMINISTRATIVE EXPENSES

Data Processing	\$68,633
Customer Service	\$72,245
Telephone	\$15,532
Rent	\$36,122
Advertising	\$43,347
Postage	\$21,673
Printing	\$14,449
Insurance	\$28,898
Taxes	\$20,589
Accounting	\$18,061
Supplies	\$10,836
Office Expense	\$10,836

TOTAL GENERAL & ADMINISTRATIVE	\$361,221
	<hr/>

Net Profit \$301,028

DATE: _____

We hereby state that this Profit & Loss Statement is true and correct.



Jack Goldwater, President-CEO



Ryan Carroll, Chief Financial Officer

JOURNEY TELECOM INTERNATIONAL, INC.
BALANCE SHEET
JUNE 30, 1997

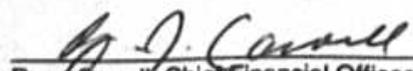
ASSETS	AMOUNT		LIABILITIES AND SHAREHOLDERS' EQUITY	
	AMOUNT	TOTAL	AMOUNT	TOTAL
1. Cash		\$ 228,197	15. Accounts payable	\$ 209,600
2. Trade notes & accounts receivable			16. Mortgages, notes, bonds payable in less than 1 year	
- Less allowance for bad debts			17. Other current liabilities	
3. Inventories		\$ 171,624	18. Loans from shareholders	
4. Government obligations			19. Mortgages, notes, bonds payable in 1 year or more	
- U.S. and instrumentalities			20. Other liabilities	\$ 74,000
- State, subdivisions thereof, etc.			21. Total liabilities	
5. Other current assets			22. Capital stock:	
6. Loans to shareholders			- Preferred stock	
7. Mortgage and real estate loans			- Common stock	
8. Other investments			23. Paid-in or capital surplus	
9. Buildings and other fixed depreciable assets			24. Retained earnings - appropriated	
- Less accumulated depreciation			25. Retained earnings income fund - unappropriated	
10. Depletable assets			26. Less cost of treasury stock	()
- Less accumulated depreciation			27. Net worth (total shareholders' equity)	\$ 134,721
11. Land (net of any amortization)			28. TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 418,321
12. Intangible assets (amortizable only)				
- Less accumulated amortization				
13. Other assets		\$ 18,500		
14. TOTAL ASSETS		\$ 418,321		

(Lines 14. and 28. must be identical)

DATE: _____

We hereby state that this Balance Sheet is true and correct.


 Jack Goldwater, President-CEO

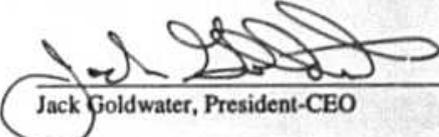

 Ryan Carroll, Chief Financial Officer

JOURNEY TELECOM INTERNATIONAL, INC.
THREE YEAR PROJECTED INCOME
1997 through 1999

	1997	1998	1999
Revenue	\$11,037,480.	\$13,244,976.	\$15,893,971.
Cost Of Goods	\$8,609,227.	\$10,331,072.	\$12,397,286.
TOTAL	\$19,646,707.	\$23,576,048.	\$28,291,257.
GENERAL AND ADMINISTRATIVE EXPENSES			
Data Processing	\$251,654.	\$301,984.	\$362,381.
Customer Service	\$264,898.	\$317,877.	\$381,453.
Telephone	\$56,950.	\$68,340.	\$82,008.
Rent	\$132,447.	\$158,936.	\$190,723.
Advertising	\$158,939.	\$190,726.	\$228,872.
Postage	\$79,464.	\$95,356.	\$114,428.
Printing	\$52,979.	\$63,574.	\$76,289.
Insurance	\$105,959.	\$127,150.	\$152,580.
Taxes	\$75,493.	\$90,591.	\$108,709.
Accounting	\$66,223.	\$79,467.	\$95,361.
Supplies	\$39,732.	\$47,678.	\$57,214.
Office Expense	\$39,732.	\$47,678.	\$57,214.
TOTAL	\$1,324,470.	\$1,589,364.	\$1,907,236.

DATE: _____

We hereby state that this Three Year Projection is true and correct.


 Jack Goldwater, President-CEO


 Ryan Carroll, Chief Financial Officer

**** FLORIDA PUBLIC SERVICE COMMISSION ***

**DIVISION OF COMMUNICATIONS DEPOSIT
BUREAU OF SERVICE EVALUATION**

DATE

SEP 05 1997

D607

**APPLICATION FORM
for**

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

Instructions

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

47 SEP 5 1997

1641

JOURNEY TELECOM INTERNATIONAL, INC.

ACCOUNT #1
 6919 VALJEAN AVE. 818-909-5805
 VAN NUYS, CA 91406

WESTWOOD OFFICE
 WESTERN BANK
 LOS ANGELES, CALIFORNIA 90024

06/06/97

PAY TO THE ORDER OF Florida Public Service Commission

\$**250.00

Two Hundred Fifty and 00/100*****

DOLLARS

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

[Handwritten Signature]
 Florida Public Service Commission

MEMO