



Florida Public Services Commission
Division of the Commission Clerk and Administrative Services,
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0950

ORIGINAL

040083-TX

Employer Ident. 20-0620251

1/27/2004

Dear Sir,

Please find enclosed our application for a license to commence Competitive Telecommunications Services in Florida under the name of DialEZ Inc.

I apologize that I have given you very little information with which to grant a license, but would like to respectfully point out that I have been the CEO of Epicus Inc. www.epicus.com for the last two years until ceasing employment with them recently. I was responsible for turning Epicus into a cash flow positive and profitable CLEC in 14 months and am very confident that we can hit the ground running with DialEZ.

I have enclosed Management Bios of the people that will head up DialEZ to demonstrate the caliber of individuals that will be forming this organization along with a projected P&L and Cash Flow statement for your perusal. I hope that this is sufficient for you to grant the license, we will not commence doing business until we have secured funds, and are talking to several interested parties. Unfortunately there seems to be a "chicken and the egg" situation as they would like to see us obtain our license before committing funds into DialEZ Inc.

I would appreciate your discretion using the information I have enclosed, should you need any further information you can contact me at any time on my cell which is (407) 284 7314.

Yours Faithfully,

Mark Richards
Chief Executive Officer
Wednesday, January 28, 2004

Check received with along and forwarded
to Fiscal for deposit. Fiscal to forward
deposit information to Records.

Initials of person who forwarded check

04 JUN 29 AM 11:12

DISTRIBUTION CENTER

DialEZ, Inc. 118 Celebration Blvd. Celebration FL 34747
Main: (407) 566-0106 www.dialez.com

DOCUMENT NO.
01336-04
1-29-04

Mark Richards, Chief Information Officer and Chief Executive Officer:

Mr. Richards joined Epicus in April 2000. He comes to Epicus from NET-Tel Communications, where he was Vice President of Information Technology supporting and organization of 650 people. He has previously consulted to Amnexus, Citibank, Diners Club, IBM, and Lloyds of London. His total industry experience amounts to 12 years of Telecom and 25 years of Information Technology. During that time, Mr. Richards has assumed many senior development and information technology roles, including hands-on experience with most major development languages and tools, a factor that makes his "build or buy" judgment capability to be invaluable to Epicus for the automation and back-office efficiency and engine development initiatives that have enabled their "lean-machine" UNEP CLEC model.

Thad Bydlon, Chief Financial Officer:

Thad Bydlon joined Epicus in June of 2003. He is a senior executive with a long and diverse financial and operating background in working for Fortune 100 and early stage companies. Thad has extensive international, startup and IPO experience in both the energy and high technology industries.

Mr. Bydlon joins Epicus from TeleComputing ASA, where since 1999, he has served as the Application Service Provider's Chief Financial Officer. Prior to his responsibilities with TeleComputing ASA, Mr. Bydlon held a variety of positions with Atlantic Richfield Corporation. During his 18 year tenure with ARCO, Mr. Bydlon held a variety of financial and operating positions both in the U.S. and internationally to include the Chief Financial Officer position for ARCO's Latin American Operations in Caracas, Venezuela.

John Wind III, Vice President of Marketing and Strategy:

Mr. Wind joined Epicus in May 2002. He brings senior and executive level management experience to Epicus. Mr. Wind joins Epicus having recently lead mergers, acquisitions and turn around strategies for numerous telecommunications companies as a consultant. Prior, Mr. Wind was a senior level executive and key start up member of the first point-to-multipoint wireless broadband network provider with coverage areas in Latin America, the United States, and Canada. As a key member of the start-up team, Mr. Wind was responsible for corporate identity creation, product packaging, wholesale network access agreements and strategic alliances. This also included public and media relations, advertising and new market and strategic planning that included successful expansion into Latin America.

Mr. Wind has initiated and managed national strategic initiatives and alliances throughout his career leveraging relationships with Fortune 500 companies to develop new revenue opportunities, create investment channels and execute strategic co-market initiatives. Key alliances include AT&T, MCIWorldcom, Qwest, IBM, Microsoft, Time Warner and numerous CLEC's.

DialEZ Inc. - Summary

2004 - 2005 Projected Statement of Operations

	Q1 2004	Q2 2004	Q3 2004	Q4 2004	TOTAL 2004	Q1 2005	Q2 2005	Q3 2005	Q4 2005	TOTAL 2005
Revenues - net	\$ -	\$ 360,660	\$ 864,716	\$ 1,400,607	\$ 2,625,984	\$ 1,955,914	\$ 2,527,568	\$ 3,123,684	\$ 3,748,617	\$ 11,355,783
Cost of Sales	\$ -	\$ 234,429	\$ 562,066	\$ 910,395	1,706,890	1,271,344	1,642,919	2,030,394	2,436,601	7,381,259
Gross Profit	\$ -	\$ 126,231	\$ 302,651	\$ 490,212	919,094	684,570	884,649	1,093,289	1,312,016	3,974,524
	0.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%	35.0%
Operating Expenses										
Selling expenses	-	196,475	221,430	246,520	664,425	218,543	244,272	271,987	301,902	1,036,705
General and administrative expenses	-	239,980	267,746	297,056	804,782	327,491	358,913	391,679	426,029	1,504,113
Bad debt expense	-	16,230	38,912	63,027	118,169	88,016	113,741	140,566	168,688	511,010
Total operating expenses	-	452,684	528,089	606,603	1,587,376	634,051	716,926	804,232	896,619	3,051,828
EBITDA	-	(326,453)	(225,438)	(116,391)	(668,281)	50,519	167,723	289,057	415,397	922,696
	0.0%	-90.5%	-26.1%	-8.3%	-25.4%	2.6%	6.6%	9.3%	11.1%	8.1%
Interest expense	-	-	-	-	-	-	-	-	-	-
Provision for income taxes	-	-	-	-	-	-	-	-	-	-
Depreciation and amortization	-	-	-	-	-	-	-	-	-	-
Net Income (loss)	-	(326,453)	(225,438)	(116,391)	(668,281)	50,519	167,723	289,057	415,397	922,696
	0.0%	-90.5%	-26.1%	-8.3%	-25.4%	2.6%	6.6%	9.3%	11.1%	8.1%

DraEz Inc - Cash Flow

	Jan-04	Feb-04	Mar-04	Apr-04	May-04	Jun-04	Jul-04	Aug-04	Sep-04	Oct-04	Nov-04
Cash Receipts											
Sales / Accounts Receivable				\$ -	\$ 66,000	\$ 119,880	\$ 174,780	\$ 230,752	\$ 287,846	\$ 346,118	\$ 405,623
Less: Bad Debt				-	(2,970)	(5,395)	(7,865)	(10,384)	(12,953)	(15,575)	(18,253)
Capital Infusion				500,000	-	-	-	-	-	-	-
Cash Expenditures											
COGS Expense				-	42,900	77,922	113,607	149,989	187,100	224,977	263,655
Selling expenses				-	63,000	64,890	68,585	71,149	73,786	76,495	79,282
General and administrative expenses				-	76,977	80,009	83,092	86,230	89,424	92,679	95,996
Restructure Payments				-	-	-	-	-	-	-	-
Interest Payments				-	-	-	-	-	-	-	-
Principal Payments				-	-	-	-	-	-	-	-
Capex				-	-	-	-	-	-	-	-
Total Cash Expenditures				<u>73,994</u>	<u>182,877</u>	<u>222,821</u>	<u>265,284</u>	<u>307,368</u>	<u>350,310</u>	<u>394,151</u>	<u>438,933</u>
Ending of Period Cash				<u>426,007</u>	<u>(119,847)</u>	<u>(108,336)</u>	<u>(98,369)</u>	<u>(87,000)</u>	<u>(75,417)</u>	<u>(63,608)</u>	<u>(51,563)</u>
Cumulative Cash Flow				\$ <u>426,007</u>	\$ <u>306,159</u>	\$ <u>197,824</u>	\$ <u>99,455</u>	\$ <u>12,455</u>	\$ <u>(62,961)</u>	\$ <u>(126,570)</u>	\$ <u>(178,133)</u>

	Dec-04	Jan-05	Feb-05	Mar-05	Apr-05	May-05	Jun-05	Jul-05	Aug-05	Sep-05	Oct-05	Nov-05	Dec-05
\$	466,419	\$ 528,565	\$ 589,792	\$ 651,721	\$ 714,402	\$ 777,885	\$ 842,221	\$ 907,462	\$ 973,662	\$ 1,040,872	\$ 1,109,150	\$ 1,178,549	\$ 1,249,127
	(20,989)	(23,785)	(26,541)	(29,327)	(32,148)	(35,005)	(37,900)	(40,836)	(43,815)	(46,839)	(49,912)	(53,035)	(56,211)
	-	-	-	-	-	-	-	-	-	-	-	-	-
	303,172	343,568	383,365	423,618	464,361	505,625	547,444	589,850	632,880	676,567	720,947	766,057	811,932
	82,146	85,092	70,103	72,826	75,614	78,471	81,400	84,401	87,479	90,635	93,873	97,195	100,604
	99,381	102,746	106,150	109,595	113,085	116,621	120,207	123,846	127,540	131,293	135,108	138,987	142,935
	-	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-	-
	484,699	531,406	559,618	606,040	653,060	700,718	749,050	798,098	847,899	898,496	949,928	1,002,239	1,055,471
	(39,269)	(26,626)	3,633	16,354	29,193	42,162	55,271	68,529	81,948	95,538	109,310	123,275	137,445
\$	(217,402)	\$ (244,027)	\$ (240,394)	\$ (224,041)	\$ (194,847)	\$ (152,685)	\$ (97,414)	\$ (28,886)	\$ 53,062	\$ 148,600	\$ 257,910	\$ 381,185	\$ 518,630

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

DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT
CERTIFICATION

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

Instructions

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Page 12).
- ◆ Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

Florida Public Service Commission
Division of the Commission Clerk and Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

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

Florida Public Service Commission
Division of Competitive Markets and Enforcement
Certification
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

01356-04
1-29-04

APPLICATION

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

(☒) Original certificate (new company).

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

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

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

2. Name of company:

DIALEZ INC.

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

DIALEZ INC

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

118 CELEBRATION BLVD
CELEBRATION
FL 34747

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

118 CELEBRATION BLVD.
CELEBRATION
FL 34747

6. Structure of organization:

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

7. If individual, provide:

Name: _____

Title: _____

Address: _____

City/State/Zip: _____ NA.

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

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

EIN: 20-0620251

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

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

N/A.

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

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

N/A.

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

(a) The Florida Secretary of State registration number:

N/A

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

Name: N/A.

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

(a) The Florida registration number: N/A

14. Provide F.E.I. Number(if applicable): N/A

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

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

NONE

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

STOCK HELD IN EPICUS (EPCU)

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

(a) The application:

Name: MARK RICHARDS
Title: CHIEF EXECUTIVE OFFICER
Address: 118 CELEBRATION BLVD
City/State/Zip: CELEBRATION FL 34747
Telephone No.: 407 566 0106 Fax No.: 407 566 0107
Internet E-Mail Address: cyberdime@yahoo.com
Internet Website Address: (BEING BUILT)

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

Name: MARK RICHARDS
Title: CEO
Address: 118 CELEBRATION BLVD
City/State/Zip: CELEBRATION FL 34747
Telephone No.: 407 566 0106 Fax No.: 407 566 0107
Internet E-Mail Address: CYBERDYME @ YAHOO.COM
Internet Website Address: BEING BUILT.

(c) Complaints/Inquiries from customers:

Name: MARK RICHARDS
Title: CEO
Address: 118 CELEBRATION BLVD
City/State/Zip: CELEBRATION FL 34747
Telephone No.: 407 566 0106 Fax No.: 407 566 0107
Internet E-Mail Address: CYBERDYME @ YAHOO.COM
Internet Website Address: BEING BUILT.

17. **List the states in which the applicant:**

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

RAN EPICUS INC IN 7
BELLSOUTH STATES (CEO)

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

NONE

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

NONE.

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

NONE

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

NONE

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

NONE.

18. Submit the following:

- A. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

PLEASE SEE BIOS OF EX-EPICUS OFFICERS

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

AS A.

C. Financial capability.

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

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

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

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

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

1. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

THIS PAGE MUST BE COMPLETED AND SIGNED

APPLICANT ACKNOWLEDGMENT STATEMENT

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

MARK RICHARDS
Print Name

CEO
Title

407 566 0106
Telephone No.

M. Richards
Signature

11/27/04
Date

407 566 0107
Fax No.

Address: 118 CELEBRATION BLVD
CELEBRATION
FL 34747

THIS PAGE MUST BE COMPLETED AND SIGNED

AFFIDAVIT

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

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

UTILITY OFFICIAL:

MARK RICHARDS

Print Name

CEO

Title

(407) 566 0106

Telephone No.

M. Richards

Signature

1/27/04

Date

(407) 566 0107

Fax No.

Address:

118 CELEBRATION BLVD

CELEBRATION

FL 34747

INTRASTATE NETWORK (if available)

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

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

1) _____	2) _____
_____	_____
3) <u>N/A</u>	4) _____
_____	_____

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

1) _____	2) _____
_____	_____
3) <u>N/A</u>	4) _____
_____	_____

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

<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1) _____	_____
2) <u>N/A</u>	_____
3) _____	_____
4) _____	_____

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) _____
(Title) _____ of (Name of Company) _____

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

() sale

() transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Print Name _____

Signature _____

Title _____

Date _____

Telephone No. _____

Fax No. _____

Address: _____

