

Lance J.M. Steinhart, P.C.

Attorney At Law
1720 Windward Concourse
Suite 250
Alpharetta, Georgia 30005

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

June 5, 2002

VIA OVERNIGHT DELIVERY

Mr. Dale Roberts
Chief A.L.J./Executive Secretary
Missouri Public Service Commission
200 Madison Street, Suite 100
Jefferson City, MO 65102
(573) 751-3234

Re: Wholesale Carrier Services, Inc.

Dear Mr. Roberts:

Enclosed please find for filing an original and eight (8) copies of Wholesale Carrier Services, Inc.'s Application for Certificate of Service Authority to Provide Interexchange Telecommunications Services Within the State of Missouri and five (5) copies of the Interexchange Telecommunications Tariff, along with a Motion for Protective Order for information that is "highly confidential".

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Please note that this Application is being submitted by myself and Judith A. Rau, Esq., Missouri Counsel, Bar # 24856.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for Wholesale Carrier Services, Inc.

Enclosures

cc: Chris S. Barton
Office of Public Counsel
Office of General Counsel

In the matter of the)
Application of)
Wholesale Carrier Services, Inc.)
)
for a certificate of service)
authority to provide) Case No. _____
interexchange telecommunications))
services and to classify such)
services and the company as)
Competitive)

Wholesale Carrier Services, Inc., ("Applicant"), a Florida Corporation, files this verified application respectfully requesting that the Missouri Public Service Commission ("Commission") issue an order that:

- In support of its request, Applicant states:

Wholesale Carrier Services, Inc.
7200 W. Camino Real, Suite 303
Boca Raton, Florida 33433
(561) 852-3400/Phone
(561) 750-7244/Facsimile

A copy of Applicant's Articles of Incorporation and certificate of authority from the Missouri Secretary of State to transact business in Missouri are attached hereto as Exhibit I.

2. The name and address of Applicant's in-state attorney is:

Judith A. Rau, Esq.
Rau & Rau
119 E. Mill Street
Waterloo, Illinois 62298

3. Applicant is a reseller of telecommunications services, including interexchange, local exchange and alternate operator services. Applicant proposes to provide interexchange telecommunications services within Missouri including direct outbound dialing (1+ and 101XXXX/casual calling), 800 and 888 (inbound Toll-Free), travel cards, prepaid calling cards, and long distance operator services. Applicant respectfully requests authority to provide service to prospective business and residential customers throughout the State of Missouri.

4. Applicant has the experience in the telecommunications industry and the technical and financial resources to provide telecommunications services within Missouri. A brief description of the qualifications and experience of the key management employees is attached hereto as Exhibit II. A copy of the Applicant's Balance Sheet as of December 31, 2001 and Profit & Loss for the period January 31, 2001 through December 31, 2001 is attached hereto as Exhibit III, contains confidential and proprietary information, and is being submitted under separate cover with a Motion for Protective Order.

5. Applicant's draft Tariffs are attached as Exhibit IV. The proposed tariffs contains the rules and regulations applicable to its customers, a description of the services offered, and a list of rates associated with such services.

6. Applicant requests classification as a competitive telecommunications company within the State of Missouri, and that its services are classified as competitive. Applicant believes that its proposed services will be subject to sufficient competition to justify a lesser degree of regulation. Granting of this application is in the public interest as it will allow greater price and service options for telephone users.

7. Applicant also respectfully requests, pursuant to Section 392.420 RSMo (Cum. Supp. 1992), that the Commission waive the application of the following rules and statutory provisions as it relates to the regulation of Applicant:

392.210.2 Establish Uniform System of Accounts for Annual reports
392.240(1) Setting just and reasonable rates
392.270 Ascertain Property values
392.280 Establish Depreciation accounts
392.290 Issuance of securities
392.300.2 Acquisition of stock
392.310 Issuance of stock and debt
392.320 Stock Dividend Payment
392.330 Issuance of securities, debts and notes
392.340 Reorganization(s)
4 CSR 240-10.020 Depreciation fund income
4 CSR 240-30.010(2)(C) Posting exchange rates at central offices.
4 CSR 240-33.030 Inform customers of lowest price
4 CSR 240-35 Reporting of bypass
4 CSR 240-30.040 Uniform System of Accounts

The above-referenced rules and statutory provisions have been waived as to other interexchange carriers in prior cases.

8. Applicant, pursuant to Section 386.570, Cum. Supp. 1992, will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.

9. Correspondence or communications pertaining to this Application should be addressed to:

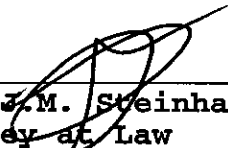
Lance J.M. Steinhart, Esq.
1720 Windward Concourse, Suite 250
Alpharetta, Georgia 30005
(770) 232-9200
(770) 232-9208 (Fax)

10. The Applicant has no pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this application. No Commission annual reports or assessment fees are overdue.

11. Grant of this Application will further the public interest by expanding the availability of competitive telecommunications services in the State of Missouri. In addition, intrastate offering of these services is in the public interest because the services will provide Missouri customers with access to new technologies and service choices, and can permit customers to achieve increased efficiencies and cost savings. In particular, the public will benefit directly, through the use of the competitive services to be offered by Applicant, and indirectly, because the presence of Applicant in this market will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service.

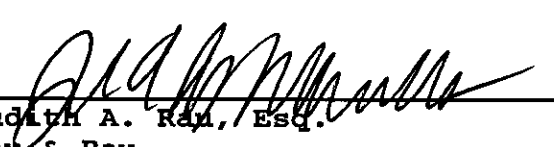
WHEREFORE, Applicant, Wholesale Carrier Services, Inc., respectfully requests that the Missouri Public Service Commission grant it a certificate of service authority to provide interexchange telecommunications services within the State of Missouri. Applicant also requests classification as a competitive telecommunications company and that its services be classified as competitive. In addition Applicant requests a waiver of the above-referenced rules and statutory provisions.

Respectfully submitted,



Lance J.M. Steinhart, Esq.
Attorney at Law
1720 Windward Concourse, Suite 250
Alpharetta, Georgia 30005
(770) 232-9200
Georgia Bar No. 678222

and



Judith A. Rau, Esq.
Rau & Rau
119 E. Mill Street
Waterloo, Illinois 62298
(618) 939-7186
Missouri Bar No. 24856

Attorneys for Applicant

ATTACHED EXHIBITS

- | | |
|-------------|--|
| Exhibit I | Missouri Secretary of State Authorization
And Articles of Incorporation |
| Exhibit II | Executive Officers' Qualifications and Experience |
| Exhibit III | Financial Information |
| Exhibit IV | Draft Tariffs |

Exhibit I
Missouri Secretary of State Authorization
and
Articles of Incorporation

No. F00509427

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
WHOLESALE CARRIER SERVICES, INC.

using in Missouri the name
WHOLESALE CARRIER SERVICES, INC.

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of FLORIDA.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 30th day of MAY, 2002.

A handwritten signature of Matt Blunt in dark ink, written over a horizontal line.

\$155.00

Secretary of State



ARTICLES OF INCORPORATION
OF
WHOLESALE CARRIER SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 20 PM 3:27

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **WHOLESALE CARRIER SERVICES, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 7040 West Palmetto Park Road, Suite 243, Boca Raton, Florida 33433 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Chris S. Barton
Secretary:	Chris S. Barton
Treasurer:	Chris S. Barton

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Chris S. Barton

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



AMERILAWYER®

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

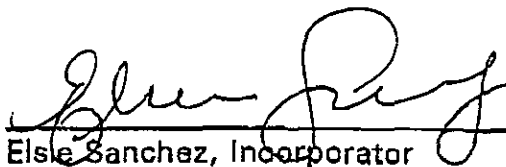
ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this

MAY 16 1996


Elsie Sanchez, Incorporator


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 20 PM 3:27

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

By:


Lawrence J. Spiegel, President



AMERILAWYER®

Exhibit II
Executive Officers' Qualifications and Experience

See attached Resumes

OFFICER BIOGRAPHY

Chris S. Barton, President, is the founder and sole shareholder of Wholesale Carrier Services, Inc. Mr. Barton, 36, is a 15 year veteran in the telecommunications marketplace. Upon leaving the University of Texas at Austin in 1987 as Computer Engineering major, Chris began a 10 year sales and management career with MCI Telecommunications. Following a successful series of advancements in corporate sales positions, Chris' tenure at MCI finished with as a Branch Manager in Miami managing one of Worldcom's largest markets.

Mr. Barton established Wholesale Carrier Services, Inc. primarily to serve the needs of underdeveloped telecommunications departments in hotel chains and large corporations. As a result of the breakup of the phone company monopolies and the constantly advancing technologies in the communications marketplace, WCS found itself uniquely positioned to cater to customers seeking assistance in the selection of technology vendors and network design. WCS exclusively pursues large-enterprise, commercial network clients with billings in excess of \$500,000 annually in total telecommunications expenditures. By focusing on the upper end of the telecommunications market, WCS has been able to secure long term consulting and network contracts with its customers, bringing stability and strong corresponding growth. Due to our focus on a select group of large network clients, WCS is also able to provide exemplary customer service combined with thorough industry knowledge on a wide variety of services. The depth of our clients' purchasing needs allows WCS to create and market unique products on facilities strategically owned and operated by WCS. This minimizes the brokering or "middleman effect" and allows WCS to control the quality, billing integrity and provisioning of the various services we offer.

Mr. Barton is also the founder and managing partner of G3 Networks LLC. Based in Miami, FL. G3 offers a variety of enhanced communications services products as a state-of-the-art service bureau. G3 Networks, LLC maintains an intelligent DS3-level call processing platform which currently manages a capacity of over 4 million calls per month, an internet telephony switch and voice response platform supporting up to 1,500 ports of service. Some of the services provided are database-driven toll-free call routing applications supporting clients with hundreds, even thousands of locations,

Internet web page "Call Me" buttons, PC-to-phone dialing, prepaid local and long distance calling. G3 Networks also builds and maintains highly specialized telephone direct response applications for a variety television, print and radio advertisers.

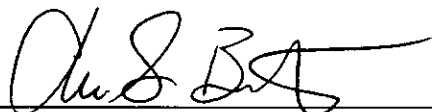
Mr. Barton is an early equity partner in iBill.Com, a highly profitable, \$500 million emerging "dot.com" company. Established in Fort Lauderdale in 1996, iBill fulfills today's growing need for fast, reliable and secure electronic commerce solutions. iBill is one of the fastest growing world-class providers of electronic commerce services to small-to-midsize Web sites selling access, content, services, and tangible products. A May 2001 article in *Forbes Magazine* listed iBill as the 5th most visited B2B Internet site in the world with over 1.4 million unique visitors each month, serving more than 50,000 small, mid-sized and high-volume merchants.

Mr. Barton also is an equity partner and advisor to Eureka! Broadband, est. 1998, to help landlords transform carefully selected commercial properties into specialized, high technology buildings. Eureka! Broadband implements this strategy by forming alliances and joint ventures with landlords to deploy and sell services over advanced broadband networks within their buildings. Eureka! Broadband operates in over 80 million sq feet of commercial office space with nearly 100 employees in 6 US markets. Recently, Eureka merged with Gillette Global Network (<http://www.ggn.com>) . Eureka has secured nearly \$100 million in venture financing rounds from Spectrum Equity Investors, CB Richard Ellis Investors, and AT&T Ventures

State of Florida)
)
County of Palm Beach)
)

VERIFICATION

I, Chris S. Barton, being duly sworn, declare that I am the President of Wholesale Carrier Services, Inc., the Applicant. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.


Chris S. Barton
President

Sworn to before me, the undersigned Notary Public on this
16th day of May, 2002.



Notary Public



Stephen J. Cohen
Commission # DD 051303
Expires Sep. 15, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Stephen J. Cohen
Print or Type Name

My commission expires:

9/15/05

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing Application for Certificate of Service Authority to Provide Interexchange Telecommunications Services Within the State of Missouri on the following parties, in accordance with the Commission rules:

Office of the Public Counsel
P. O. Box 7800
Jefferson City, MO 65102

General Counsel
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102

Dated this 31 day of June, 2002.



Lance J.M. Steinhart
Georgia Bar No. 678222

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Alpharetta, Georgia 30005
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