

Lance J.M. Steinhart
Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

FILED

MAY 2 2000

**Missouri Public
Service Commission**

Also Admitted in New York
and Maryland

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

May 1, 2000

VIA OVERNIGHT DELIVERY

Mr. Dale Roberts
Chief A.L.J./Executive Secretary
Missouri Public Service Commission
Room 250
301 W. High Street
Jefferson City, MO 65102
(573) 751-3234

RECEIVED²

MAY 02 2000

*Records
Public Service Commission*

Re: TeleCents Communications, Inc.

TA-2000-720

Dear Mr. Roberts:

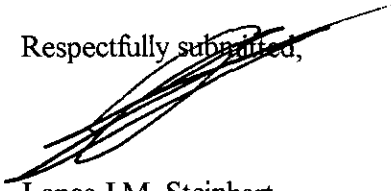
Enclosed please find an original and eight (8) copies of TeleCents Communications, Inc.'s Application for Certificate of Service Authority to Provide Interexchange Telecommunications Services Within the State of Missouri.

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 TeleCents Communications, Inc.

Enclosures

cc: Jeffrey P. Lauzon
Office of Public Counsel

200001000

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED

MAY 2 2000

In the matter of the)
Application of)
TeleCents Communications, Inc.)
for a certificate of)
service authority)
to provide interexchange)
telecommunications services)

Missouri Public
Service Commission

Case No. TA-2000-720

APPLICATION

TeleCents Communications, Inc., ("Applicant"), a Michigan Corporation, files this verified application respectfully requesting that the Missouri Public Service Commission ("Commission") issue an order that:

- (a) grants Applicant a Certificate of Service Authority to provide interexchange telecommunications services pursuant to Chapter 392 of the Missouri Revised Statutes.
- (b) grants competitive status to Applicant, and classifies the Applicant's services as competitive.
- (c) waives certain Commission rules and statutory provisions pursuant to Section 392.420, RSMo Cum. Supp. 1992.

In support of its request, Applicant states:

1. The legal name and principal office or place of business of the Applicant are:

TeleCents Communications, Inc.
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390
(248) 366-7777/Phone
(248) 366-9912/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.

200001000

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. Applicant proposes to provide interexchange telecommunications services within Missouri including direct outbound dialing (1+ and 101XXXX), 800 and 888 (inbound Toll-Free), travel cards, and prepaid calling cards. 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 March 31, 2000 and Profit & Loss Statement for three months ended March 31, 2000 is attached hereto as Exhibit III.

5. Applicant's draft Tariff is attached as Exhibit IV. The proposed tariff 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 will be 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.

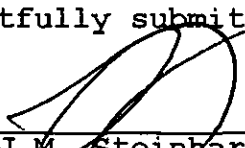
8. Applicant, pursuant to Section 386.570, Cum. Supp. 1992, will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.

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

Lance J.M. Steinhart, Esq.
6455 East Johns Crossing, Suite 285
Duluth, Georgia 30097
(770) 232-9200
(770) 232-9208 (Fax)

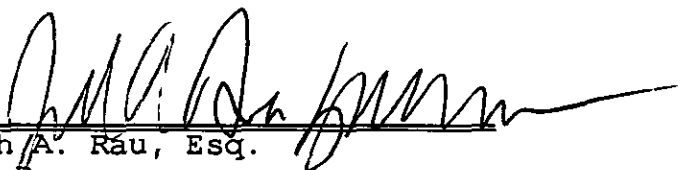
WHEREFORE, Applicant, TeleCents Communications, Inc., respectfully requests that the Missouri Public Service Commission grant it a certificate of service authority to provide interexchange telecommunications services within the State of Missouri. Applicant also requests classification as a competitive 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
6455 East Johns Crossing, Suite 285
Duluth, Georgia 30097
(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

State of Michigan

County of Oakland

VERIFICATION

I, Jeffrey P. Lauzon, being duly sworn, declare that I am the President of TeleCents Communications, 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.



Jeffrey P. Lauzon
President

Sworn to before me, the undersigned Notary Public on this
7th day of April, 2000.



Notary Public

Marion M. Korntal

Print or Type Name

My commission expires:

11-17-2003

In the matter of the)
application of)
TeleCents Communications, Inc.)
for a certificate of service) Case No.
authority to provide)
interexchange)
telecommunications services)

COMES NOW Lance J. M. Steinhart, Attorney at Law and pursuant to rule 4 CSR 240-2.040 herewith files his Entry of Appearance on behalf of Applicant TeleCents Communications, Inc., in connection with the above-styled proceeding. With respect to his entry, Mr. Steinhart hereby advises the Commission that he is a member in good standing of the State Bar of Georgia and the New York State Bar and is admitted to practice before District Courts. He also is on inactive status with the State Bar of Maryland. Neither the undersigned nor any member of his firm is disqualified to appear in any court. I also hereby designate Judith A. Rau, of the law firm of Rau & Rau, 119 E. Mill St., Waterloo, IL 62298 to serve as our local Missouri counsel in this matter.

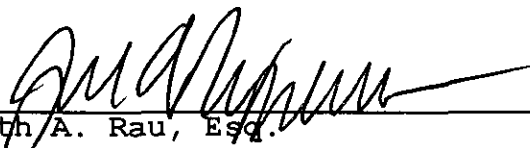
~~Lance J.M. Steinhart, Esq.~~
~~Attorney at Law~~
~~6455 East Johns Crossing, Suite 285~~
~~Duluth, Georgia 30097~~
~~(770) 232-9200~~
~~(770) 232-9208 (Fax)~~
~~Georgia Bar No. 678222~~

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the matter of the)	
application of)	
TeleCents Communications, Inc.)	
for a certificate of service)	Case No.
authority to provide)	
interexchange)	
telecommunications services)	

ENTRY OF APPEARANCE

COMES NOW Judith A. Rau of the Law Firm of Rau & Rau, and pursuant to rule 4 CSR 240-2.040, herewith files her Entry of Appearance as local Missouri counsel on behalf of Applicant **TeleCents Communications, Inc.**, in connection with the above-styled proceeding.



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

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 Tariff |

Exhibit I
Missouri Secretary of State Authorization
and
Articles of Incorporation

No. F00481932

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
TELECENTS COMMUNICATIONS, INC.

using in Missouri the name
TELECENTS COMMUNICATIONS, 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 MICHIGAN.

NOW, THEREFORE, I, REBECCA McDOWELL COOK, 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 3rd day of APRIL, 2000.



Rebecca McDowell Cook
Secretary of State

\$155.00

CaS 515 (Rev. 8/93)

097AH9030 0425 DRG2FI \$10.00

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

APR 25 1997

(FOR BUREAU USE ONLY)

FILED

APR 28 1997

Name

Joseph H. Clancy

Address

27404 Drake Road

City

State

Zip Code

Farmington Hills, MI 48331

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Telefriend Communications, Inc.

4 5 8 - 2 3 9

2. The identification number assigned by the Bureau is:

3. The location of the registered office is:

3830 Fieldview, West Bloomfield

Michigan

48324

(Street Address)

(City)

(ZIP Code)

4. Article I of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is: Telecents Communications, Inc.

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

- a. ☐ The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, 19____.

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

- b. ☒ The foregoing amendment to the Articles of Incorporation was duly adopted on the 21st day of April, 1997. The amendment: (check one of the following)

- ☐ was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- ☐ was duly adopted by the written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- ☐ was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- ☒ was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 22 day of April, 1997

By Jeffrey P. Lauzon
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

JEFFREY P. LAUZON, President

(Type or Print Name)

(Type or Print Title)

C&S 500 (Rev. 3/93)

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

APR 03 1997

(FOR BUREAU USE ONLY)

FILED

APR 07 1997

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

Name

Joseph H. Clancy

Address

27404 Drake Road

City

State

Zip Code

Farmington Hills, MI 48331

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

458-239

ARTICLES OF INCORPORATION
For use by Domestic Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Pulse Communications, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 10,000 voting; 50,000 nonvoting

Preferred Shares _____

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

Except for voting rights, all shares shall have equal distribution, dividend, and liquidation rights.

ARTICLE IV

1. The address of the registered office is:

3830 Fieldview, West Bloomfield, Michigan 48324
 (Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

_____, Michigan _____
 (Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is:
- Jeffrey P. Lauzon

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
Jeffrey P. Lauzon,	3830 Fieldview, West Bloomfield, Michigan 48324

ARTICLE VI ~~FOR THE STATE OF MICHIGAN~~

~~When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.~~

ARTICLE VI ~~FOR THE STATE OF MICHIGAN~~

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

ARTICLE VII

No Director shall be personally liable to this Corporation or its Shareholders for monetary damages for breach of the Director's fiduciary duty except for any of the following:

- A. A breach of the Director's duty of loyalty to this Corporation or its shareholders.
- B. Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law.
- C. A violation of Section 450.1551(1) of the Michigan Compiled Laws.
- D. A transaction from which the Director derived an improper personal benefit.
- E. An act or omission occurring prior to the date of filing these Articles.

ARTICLE VIII

The stock of the Corporation shall be issued pursuant to and in accordance with Section 1244 of the Internal Revenue Code of 1986, as amended.

I, ~~(name)~~, the incorporator(s) sign my ~~(act)~~ name(s) this 31st day of March, 19 97.

Jeffrey P. Lauzon
JEFFREY P. LAUZON

C&S 516 (Rev. 8/93)

97885568 0416 DRG&FI \$10.00

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

APR 16 1997

(FOR BUREAU USE ONLY)

FILED

APR 17 1997

Name

Joseph H. Clancy

Address

27404 Drake Road

City

State

Zip Code

Farmington Hills, MI 48331

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 182, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Pulse Communications, Inc.

2. The identification number assigned by the Bureau is:

4 5 8 - 2 3 9

3. The location of the registered office is:

3830 Fieldview, West Bloomfield

Michigan 48324

(Street Address)

(City)

(ZIP Code)

4. Article I of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is: Telefriend Communications, Inc.

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

- a. ☐ The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, 19____

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

- b. ☒ The foregoing amendment to the Articles of Incorporation was duly adopted on the 11th day of April, 1997. The amendment: (check one of the following)

- ☐ was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- ☐ was duly adopted by the written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- ☐ was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- ☒ was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

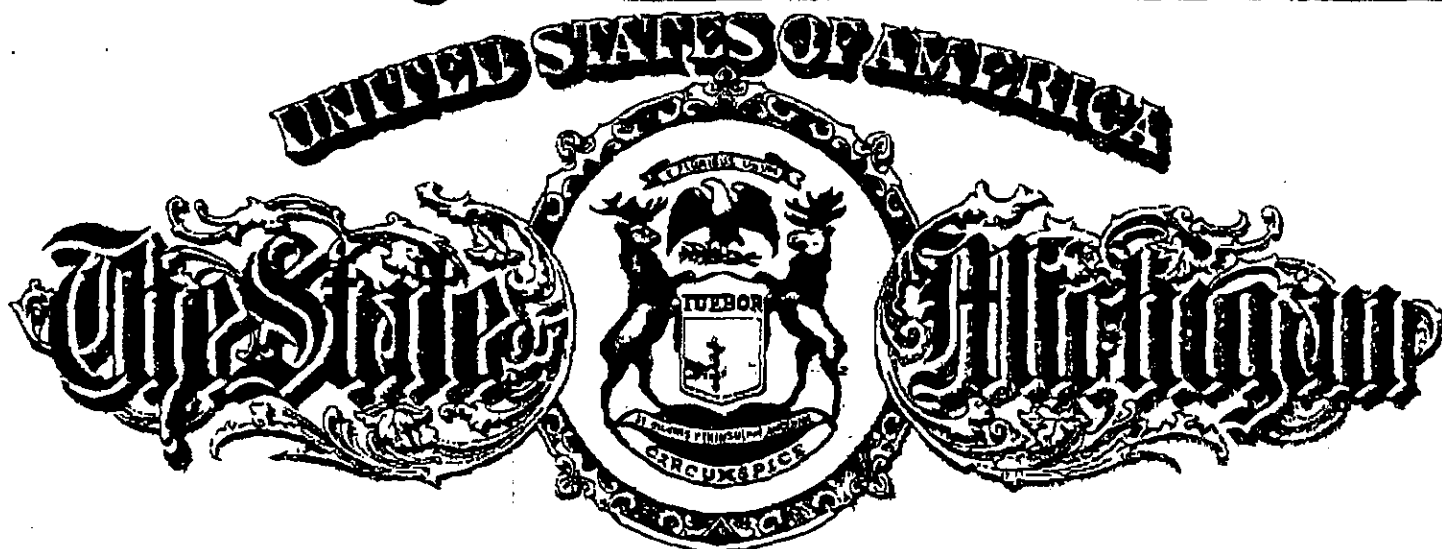
Signed this 14th day of April, 1997

By Jeffrey P. Lauzon
(Only Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

JEFFREY P. LAUZON, President

(Type or Print Name)

(Type or Print Title)



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 24th day of February, 2000.

, Director

Exhibit II
Executive Officers' Qualifications and Experience

See attached Resumes

Cynthia Brown

Corporate Secretary and Office Manager for TeleCents Communications, Inc.

Ms. Brown brings 23 years experience in sales, management, consulting and office administration. Ms. Brown first came to TeleCents Communications in 1999, from a Drug-free Workplace consulting firm. As a consultant, she researched and wrote legal training and DFWP policy documents for corporations. Her research and experience included federal DOT compliance issues and updates. Her background and corporate experience, along with her multi-tasking abilities, gives her the edge in handling the individual customer, our distributors, working as liaison with legal counsel on state and federal compliance issues and preparation of documents and records for our accountants.

Ms. Brown maintains all inventory records, processes orders, and directly supports our sales and customer service departments, as well as being the assistant to the CEO, Jeffrey Lauzon.

Jeffrey P. Lauzon
President and CEO of TeleCents Communications, Inc.

Mr. Lauzon began working in the telecommunications industry in 1993 under the name of *Pulse Communications* as a reseller of pre-paid calling cards, acting as an independent representative for many card companies, selling cards throughout the United States.

In 1995, Mr. Lauzon began a debit card platform by purchasing his own switch and began working under contract with LCI/Qwest Communications, providing telecommunications services. In 1997, Pulse Communications became *TeleCents Communications*, incorporating and signing contracts with AT&T to provide local access service in the state of Michigan. Soon after, TeleCents Communications co-located with AT&T in their switch facility located in Southfield, Michigan.

Today, Mr. Lauzon oversees the daily operation of TeleCents Communications, Inc. which continues to provide local access service in Michigan and provides 800 access country-wide for pre-paid calling cards, providing excellent service and quality at a low cost to their customers. We continue to own and maintain our own switch and provide telecommunications services through AT&T and Qwest Communications.

Mark Lauzon

Vice-President and Sales Manager of TeleCents Communications, Inc.

Mr. Lauzon began working in the telecommunications industry in 1992 as an independent representative/reseller of pre-paid calling cards, representing several companies, and distributing cards throughout the United States. He joined TeleCents Communications, Inc. in 1997 as a sales representative and in 1998 became sales manager.

As sales manager, Mr. Lauzon serves the Detroit area customer base, recruits distributors, and maintains marketing research on the pre-paid calling card industry, both locally and nationally. He attends industry conferences and seminars throughout the United States. His knowledge and contacts in the industry keep TeleCents Communications, Inc. abreast of the latest trends, allowing TeleCents Communications, Inc. to continue providing our customers with the best rates and services.

Exhibit III
Financial Information

04/19/00

TELECENTS COMMUNICATIONS, INC.
Balance Sheet
 As of March 31, 2000

	<u>Mar 31, '00</u>
ASSETS	
Current Assets	
Checking/Savings	
100 · CASH-CHECKING FOA	70,500.35
Total Checking/Savings	70,500.35
Accounts Receivable	
1200 · Accounts Receivable	-237.25
Total Accounts Receivable	-237.25
Other Current Assets	
111 · EMPLOYEE ADVANCES	6,000.00
1499 · Undeposited Funds	38,114.55
185 · DEPOSITS	-10,000.00
199 · SUSPENSE	14,804.09
Total Other Current Assets	48,918.64
Total Current Assets	119,181.74
Fixed Assets	
158 · VEHICLES	29,440.40
Total Fixed Assets	29,440.40
TOTAL ASSETS	<u><u>148,622.14</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 · Accounts Payable	5,465.60
Total Accounts Payable	5,465.60
Other Current Liabilities	
210 · FEDERAL TAX DEPOSITS	-23,208.52
217 · FEDERAL WITHHOLDING	2,601.75
218 · MI WITHHOLDING	-4,435.00
252 · NOTE PAYABLE - OFFICER	19,458.76
Total Other Current Liabilities	-5,583.01
Total Current Liabilities	-117.41
Total Liabilities	-117.41
Equity	
3000 · Opening Bal Equity	3,065.86
3900 · *Retained Earnings	34,619.61
Net Income	111,054.08
Total Equity	148,739.55
TOTAL LIABILITIES & EQUITY	<u><u>148,622.14</u></u>

04/20/00

TELECENTS COMMUNICATIONS, INC.

Profit and Loss

January through March 2000

	Jan - Mar '00
Income	
Returned Chk Service Crg.	344.50
400 - SALES	
401 - MARK LAUZON	650.00
402 - TOBY THEODORE	250.00
419 - OTHER	2,000.00
400 - SALES - Other	799,794.64
Total 400 - SALES	802,694.64
420 - MISCELLANEOUS INCOME	1,459.95
Total Income	804,499.09
Cost of Goods Sold	
607 - CARD COSTS	
609 - CARD COSTS-OTHER	
609M - Macrom Design	6,112.50
Total 609 - CARD COSTS-OTHER	6,112.50
610 - VICON PACKAGING	9,760.55
607 - CARD COSTS - Other	1,000.00
Total 607 - CARD COSTS	16,873.05
652 - FREIGHT	590.42
830 - TELEPHONE	
831 - QWEST	398,275.42
832 - AT & T	26,553.96
830 - TELEPHONE - Other	178.36
Total 830 - TELEPHONE	425,007.74
Total COGS	442,471.21
Gross Profit	362,027.88
Expense	
600 - ADVERTISING	238.50
601 - Advertising - Classified Ads	240.82
602 - AUTO EXPENSES	1,936.25
604 - BANK CHARGES	91.21
618 - CONTRACTED SERVICES	
618P - Pitcher Unlimited	13,512.50
618T - Telephony Experts Contract Serv	1,560.00
Total 618 - CONTRACTED SERVICES	15,072.50
638 - ENTERTAINMENT & MEALS	
638C - Entertainment Prospect/Client	283.96
638S - Entertain/Meals Staff/Dist.	491.20

Exhibit IV
Draft Tariff

TITLE SHEET

MISSOURI INTEREXCHANGE TELECOMMUNICATIONS TARIFF

OF

TELECENTS COMMUNICATIONS, INC.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by TeleCents Communications, Inc. ("TeleCents"), with principal offices at 8615 Richardson Road; Suite 200, Walled Lake, Michigan 48390, toll free telephone number (800) 899-8555. This tariff applies for services furnished within the State of Missouri for business and residential service. This tariff is on file with the Missouri Public Service Commission, and copies may be inspected, during normal business hours, at the company's principal place of business.

TeleCents Communications, Inc., operates as a competitive telecommunications company as defined by Case No. to-88-142 within the State of Missouri.

All services will be provided in accordance with Commission rules and regulations.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

WAIVER OF RULES AND REGULATIONS

392.210.2	Uniform System of Accounts for Annual Reports
392.240(1)	Rates-reasonable average return on investment.
392.270	Property valuation.
392.280	Depreciation rates.
392.290	Issuance of stocks and bonds.
392.300.2	Acquisition of Stock
392.310	Issuance of stocks and bonds.
392.320	Issuance of stocks and bonds.
392.330	Issuance of stocks and bonds.
392.340	Reorganization.
4 CSR 240-10.020	Income on depreciation fund investments.
4 CSR 240-30.010(2) (C)	Posting exchange rates at central offices.
4 CSR 240-30.040	Adopts FCC's Uniform System of Accounts for Class A & B Companies
4 CSR 240-33.030	Inform customers of lowest priced service.
4 CSR 240-35	Reporting of Bypass

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

P.S.C. MO. TARIFF NO. 1
TELECENTS COMMUNICATIONS, INC.

ORIGINAL SHEET 3

RESERVED FOR FUTURE USE

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

TABLE OF CONTENTS

	Page
Title Sheet.....	1
Waiver of Rules and Regulations.....	2
Reserved For Future Use.....	3
Table of Contents.....	4
Tariff Format.....	5
Symbols.....	6
Section 1 - Technical Terms and Abbreviations.....	7
Section 2 - Rules and Regulations.....	9
2.1 Undertaking of the Company.....	9
2.2 Use of Services.....	10
2.3 Liability of the Company.....	11
2.4 Responsibilities of the Customer.....	13
2.5 Cancellation or Interruption of Service.....	15
2.6 Credit Allowance.....	17
2.7 Restoration of Service.....	18
2.8 Deposit.....	18
2.9 Advance Payments.....	18
2.10 Payment and Billing.....	19
2.11 Reserved for Future Use.....	20
2.12 Taxes.....	20
2.13 Taxes and Fees for Prepaid Calling Cards.....	20
2.14 Returned Check Charge.....	20
2.15 Reconnection Charge.....	20
Section 3 - Description of Service.....	21
3.1 Computation of Charges.....	21
3.2 Customer Complaints and/or Billing Disputes...	22
3.3 Level of Service.....	23
3.4 Billing Entity Conditions.....	23
3.5 Service Offerings.....	24
Section 4 - Rates.....	29

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

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 pages 11 and 12 would be page 11.1.

B. Sheet Revision Numbers: Revision numbers also appear in the upper right corner of each sheet where applicable. These numbers are used to indicate the most current page version on file with the Commission. For example, 4th Revised Sheet 13 cancels 3rd Revised Sheet 13.

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)

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

SYMBOLS

The following are the only symbols used for the purposes indicated below:

- (C) to signify change in regulation
- (D) to signify a deletion
- (I) to signify a rate increase
- (L) to signify material relocated in the tariff
- (N) to signify a new rate or regulation
- (R) to signify a rate reduction
- (T) to signify a change in text, but no change in rate or regulation

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement from a local exchange telephone company or other common carrier, using either dedicated or switched access, which connects a Customer's location to location or switching center.

Authorization Code - A numerical code, one or more of which may be assigned to a Customer, to enable the Company to identify the origin of the Customer so it may rate and bill the call. Automatic number identification (ANI) is used as the authorization code wherever possible.

Commission - Used throughout this tariff to mean the Missouri Public Service Commission.

Company or TeleCents - Used throughout this tariff to mean TeleCents Communications, Inc., a Michigan Corporation.

Customer - The person, firm, corporation or other legal entity which orders the services of the Company or purchases a Company Prepaid Calling Card and/or originates prepaid calls using such cards, and is responsible for the payment of charges and for compliance with the Company's tariff regulations.

Dedicated Access - The Customer gains entry to the Company's services by a direct path from the Customer's location to the Company's point of presence.

Holiday - New Year's Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day. Holidays shall be billed at the evening rate from 8 a.m. to 11 p.m. After 11 p.m., the lower night rate shall go into effect.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

Prepaid Account - An inventory of Telecom Units purchased in advance by the Customer, and associated with one and only one Authorization Code as contained in a specific Prepaid Calling Card.

Prepaid Calling Card - A card issued by the Company, containing an Authorization Code which identifies a specific Prepaid Account of Telecom Units, which enables calls to be processed, account activity to be logged, and balances to be maintained, on a prepayment basis.

Resp. Org - Responsible Organization or entity identified by an 800 service Customer that manages and administers records in the 800 database and management system.

Switched Access - The Customer gains entry to the Company's services by a transmission line that is switched through the local exchange carrier to reach the Company's point of presence.

Telecom Unit - A measurement of telecommunications service equivalent to one minute of usage between any two points within the State of Missouri.

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the services, the transmission of data, facsimile, signaling, metering, or other similar communications.

Underlying Carrier - The telecommunications carrier whose network facilities provide the technical capability and capacity necessary for the transmission and reception of Customer telecommunications traffic.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

This tariff contains the regulations and rates applicable to intrastate interexchange telecommunications services provided by the Company for telecommunications between points within the State of Missouri. Services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff in compliance with limitations set forth in the Commission's rules. The Company's services are provided on a statewide basis and are not intended to be limited geographically. The Company offers service to all those who desire to purchase service from the Company consistent with all of the provisions of this tariff. Customers interested in the Company's services shall file a service application with the Company which fully identifies the Customer, the services requested and other information requested by the Company. The Company reserves the right to examine the credit record and check the references of all applicants and Customers prior to accepting the service order. The service application shall not in itself obligate the Company to provide services or to continue to provide service if a later check of applicant's credit record is, in the opinion of the Company, contrary to the best interest of the Company. The Company 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 a service provided by the Company. The Customer shall be responsible for all charges due for such service arrangement.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

- 2.1.1 The services provided by the Company are not part of a joint undertaking with any other entity providing telecommunications channels, facilities, or services, but may involve the resale of the Message Toll Services (MTS) and Wide Area Telecommunications Services (WATS) of underlying common carriers subject to the jurisdiction of this Commission.
- 2.1.2 The rates and regulations contained in this tariff apply only to the services furnished by the Company and do not apply, unless otherwise specified, to the lines, facilities, or services provided by a local exchange telephone company or other common carriers for use in accessing the services of the Company.
- 2.1.3 The Company reserves the right to limit the length of communications, to discontinue furnishing services, or limit the use of service necessitated by conditions beyond its control, including, without limitation: lack of satellite or other transmission medium capacity; the revision, alteration or repricing of the Underlying Carrier's tariffed offerings; or when the use of service becomes or is in violation of the law or the provisions of this tariff.

2.2 Use of Services

- 2.2.1 Services may be used for any lawful purpose consistent with the transmission and switching parameters of the telecommunications facilities utilized in the provision of services, subject to any limitations set forth in this Section 2.2.
- 2.2.2 The use of services to make calls which might reasonably be expected to frighten, abuse, torment, or harass another or in such a way as to unreasonably interfere with use by others is prohibited.
- 2.2.3 The use of services without payment for service or attempting to avoid payment for service by fraudulent means or devices, schemes, false or invalid numbers, or false calling or credit cards is prohibited.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

- 2.2.4 Services are available for use 24 hours per day, seven days per week.
- 2.2.5 The Company does not transmit messages, but the services may be used for that purpose.
- 2.2.6 Services may be denied for nonpayment of undisputed charges or for other violations of this tariff.
- 2.2.7 Customers shall not use the service provided under this tariff for any unlawful purpose.
- 2.2.8 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.

2.3 Liability of the Company

- 2.3.1 The Company shall not be liable for any claim, loss, expense or damage for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by the Underlying Carrier, an act of God, fire, war, civil disturbance, act of government, or due to any other causes beyond the Company's control.
- 2.3.2 The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim, loss, expense, or damage for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data or information transmitted.
- 2.3.3 No agent or employee of any other carrier or entity shall be deemed to be an agent or employee of the Company.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

- 2.3.4 The Company's liability for damages, resulting in whole or in part from or arising in connection with the furnishing of service under this tariff, including but not limited to mistakes, omissions, interruptions, delays, errors, or other defects or misrepresentations shall not exceed an amount equal to the charges provided for under this tariff for the long distance call for the period during which the call was affected. No other liability in any event shall attach to the Company.
- 2.3.5 The Company shall not be liable for and shall be indemnified and saved harmless by any Customer or by any other entity from any and all loss, claims, demands, suits, or other action or any liability whatsoever, whether suffered, made, instituted, or asserted by any Customer or any other entity for any personal injury to, or death of, any person or persons, and for any loss, damage, defacement or destruction of the premises of any Customer or any other entity or any other property whether owned or controlled by the Customer or others.
- 2.3.6 The Company shall not be liable for any indirect, special, incidental, or consequential damages under this tariff including, but not limited to, loss of revenue or profits, for any reason whatsoever, including the breakdown of facilities associated with the service, or for any mistakes, omissions, delays, errors, or defects in transmission occurring during the course of furnishing service.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

- 2.3.7 The remedies set forth herein are exclusive and in lieu of all other warranties and remedies, whether express, implied, or statutory, INCLUDING WITHOUT LIMITATION IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

2.4 Responsibilities of the Customer

- 2.4.1 The Customer is responsible for placing any necessary orders and complying with tariff regulations. The Customer is also responsible for the payment of charges for services provided under this tariff.
- 2.4.2 The Customer is responsible for charges incurred for special construction and/or special facilities which the Customer requests and which are ordered by the Company on the Customer's behalf.
- 2.4.3 If required for the provision of services, the Customer must provide any equipment space, supporting structure, conduit and electrical power without charge to the Company.
- 2.4.4 The Customer is responsible for arranging access to its premises at times mutually agreeable to the Company and the Customer when required for Company personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of services.
- 2.4.5 The Customer shall cause the temperature and relative humidity in the equipment space provided by Customer for the installation of equipment to be maintained within the range normally provided for the operation of microcomputers.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

- 2.4.6 The Customer shall ensure that the equipment and/or system is properly interfaced with facilities or services, that the signals emitted into network are of the proper mode, bandwidth, power and signal level for the intended use of the subscriber and in compliance with 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, the Company will permit such equipment to be connected with its channels without the use of protective interface devices. If the Customer fails to maintain the equipment and/or the system properly, with resulting imminent harm to Company equipment, personnel or the quality of service to other Customers, the Company may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, the Company may, upon written notice, terminate the Customer's service.
- 2.4.7 The Customer must pay the Company for replacement or repair of damage to the equipment or facilities of the Company caused by negligence or willful act of the Customer or others, by improper use of the services, or by use of equipment provided by Customer or others.
- 2.4.8 The Customer must pay for the loss through theft of any Company equipment installed at Customer's premises.
- 2.4.9 If the Company installs equipment at Customer's premises, the Customer shall be responsible for payment of any applicable installation charge.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

- 2.4.10 The Customer must use the services offered in this tariff in a manner consistent with the terms of this tariff and the policies and regulations of all state, federal and local authorities having jurisdiction over the service.

2.5 Cancellation or Interruption of Services

- 2.5.1 Without incurring liability, upon five (5) working days' (defined as any day on which the company's business office is open and the U.S. Mail is delivered) written notice to the Customer, the Company may immediately discontinue services to a Customer or may withhold the provision of ordered or contracted services:
- 2.5.1.A For nonpayment of any undisputed sum due the Company for more than thirty (30) days after issuance of the bill for the amount due,
 - 2.5.1.B For violation of any law, rule, regulation, policy of any governing authority having jurisdiction over services, or
 - 2.5.1.C By reason of any order or decision of a court, public service commission or federal regulatory body or other governing authority prohibiting the Company from furnishing its services.

- 2.5.2 Without incurring liability, the Company may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.
- 2.5.3 Service may be discontinued by the Company without notice to the Customer, by blocking traffic to certain NXX exchanges, or by blocking calls using certain Customer authorization codes, when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, assign a new authorization code to replace the one that has been deactivated.
- 2.5.4 The Customer may terminate service upon thirty (30) days written or oral notice for the Company's standard month to month contract. Customer will be liable for all usage on any of the Company's service offerings until the Customer actually leaves the service. Customers will continue to have Company usage until the Customer notifies its local exchange carrier and changes its long distance carrier. Until the Customer so notifies its local exchange carrier, it shall continue to generate and be responsible for long distance usage.

2.6 Credit Allowance

2.6.1 Credit may be given for disputed calls, on a per call basis.

2.6.2 Credit shall not be issued for unavailability of long distance services.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

2.7 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.

2.8 Deposit

The Company does not require deposits.

2.9 Advance Payments

The Company does not require advance payments.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

2.10 Payment and Billing

- 2.10.1 Service is provided and billed on a billing cycle basis, beginning on the date that service becomes effective. Billing is payable upon receipt. A late fee of 1.5% per month, or the amount otherwise authorized by law, whichever is lower, will be assessed upon any unpaid amount commencing 30 days after rendition of bills.
- 2.10.2 The customer is responsible for payment of all charges for services furnished to the Customer, as well as to all persons using the Customer's codes, exchange lines, facilities, or equipment, with or without the knowledge or consent of the Customer. The security of the Customer's Authorization Codes, presubscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, presubscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer. Recurring charges and non-recurring charges are billed in advance. Charges based on actual usage during a month and any accrued interest will be billed monthly in arrears.
- 2.10.3 Reserved for Future Use.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

2.11 Reserved for Future Use

2.12 Taxes

All federal, state and local taxes, including sales taxes, use taxes, gross receipts taxes, and municipal utilities taxes, are billed as separate line items and are not included in the rates quoted herein. All charges other than taxes and franchise fees shall be submitted to the Commission for approval.

2.13 Taxes and Fees for Prepaid Calling Cards

The prepaid calling card rate does not include federal excise tax or state and local taxes which are required to be paid at the point of sale. The tariffed rate does include state and local sales taxes, which are required to be paid on usage of the underlying telecommunications service when that service originates and terminates within a particular tax jurisdiction.

2.14 Returned Check Charge

A fee will be charged whenever a check or draft presented for payment for service is not accepted by the institution on which it is written.

2.15 Reconnection Charge

A reconnection fee of twenty-five dollars (\$25.00) per occurrence will be charged when service is reestablished for Customers which have been disconnected due to non-payment. Payment of the reconnection fee and any other outstanding amounts will be due in full prior to reconnection of service.

SECTION 3 - DESCRIPTION OF SERVICE

3.1 Computation of Charges

- 3.1.1 The total charge for each completed call may be a variable measured charge dependent on the duration, distance and time of day of the call. The total charge for each completed call may also be dependent only on the duration of the call, i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in increments as set forth in the Rates Section of this tariff. All calls are rounded up to the next whole increment.
- 3.1.2 Where mileage bands appear in a rate table, rates for all calls are based upon the airline distance between the originating and terminating points of the call, as determined by the vertical and horizontal coordinates associated with the exchange (the area code and three digit central office code) associated with the originating and terminating telephone numbers. If the Customer obtains access to the Company's network by a dedicated access circuit, that circuit will be assigned an exchange for rating purposes based upon the Customer's main telephone number at the location where the dedicated access circuit terminates. The vertical and horizontal (V & H) coordinates for each exchange and the airline distance between them will be determined according to industry standards.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

3.1.3 Timing begins when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. Recognition of answer supervision is the responsibility of the Underlying Carrier. Timing for each call ends when either party hangs up. The Company will not bill for uncompleted calls.

3.2 Customer Complaints and/or Billing Disputes

Customer inquiries or complaints regarding service or accounting may be made in writing or by telephone to the Company at:

8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390
(800) 899-8555

Any objection to billed charges should be reported promptly to the Company. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. Where overbilling of a subscriber occurs, due either to Company or subscriber error, no liability exists which will require the Company to pay any interest, dividend or other compensation on the amount overbilled.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

If a Customer accumulates more than One Dollar of undisputed delinquent Company 800 Service charges, the Company Resp. Org. reserves the right not to honor that Customer's request for a Resp. Org. change until such undisputed charges are paid in full.

3.3 Level of Service

A Customer can expect end to end network availability of not less than 99% at all times for all services.

3.4 Billing Entity Conditions

When billing functions on behalf of the Company or its intermediary are performed by local exchange telephone companies or others, the payment of charge conditions and regulations of such companies and any regulations imposed upon these companies by regulatory bodies having jurisdiction apply. The Company's name and toll-free telephone number will appear on the Customer's bill.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

3.5 Service Offerings

3.5.1 1+ Dialing

This service permits Customers to originate calls via switched or dedicated access lines, and to terminate intrastate calls. The Customer dials "1+" followed by "ten digits" or dials "101XXXX" followed by "1+ ten digits".

3.5.2 Travel Cards

The Customer utilizes an 11 digit "toll-free" access number established by the Company to access a terminal. Upon receiving a voice prompt, the Customer uses push button dialing to enter an identification code assigned by the Company, and the ten digit number of the called party.

3.5.3 800 Service (Toll-Free)

This service is inbound calling only where an 800, 888 or other toll-free prefix number rings into a Customer's premise routed to a specific telephone number or terminated over a dedicated facility.

3.5.4 The Company Prepaid Calling Cards

This service permits use of Prepaid Calling Cards for placing long distance calls. Customers may purchase Company Prepaid Calling Cards at a variety of retail outlets or through other distribution channels. Company Prepaid Calling Cards are available at a variety of face values ranging from five dollars (\$5.00), in one dollar (\$1.00) increments. The rate will be printed on the card or in point of sale materials. Company Prepaid Calling Card service is accessed using the Company toll-free number printed on the card. The caller is prompted by an automated voice response system to enter his/her Authorization Code, and then to enter the terminating telephone number. The Company's processor tracks the call duration on a real time basis to determine the number of Telecom Units consumed. The total consumed Telecom Units for each call is deducted from the remaining Telecom Unit balance on the Customer's Company Prepaid Calling Card.

All calls must be charged against Prepaid Calling Card that has a sufficient Telecom Unit balance. A Customer's call will be interrupted with an announcement when the balance is about to be depleted.

In order to continue the call, the Customer can either call the toll-free number on the back of the Company Prepaid Calling Card and "recharge" the balance on the card using a nationally recognized credit card, or the Customer can throw the card away and purchase a new one. Calls in progress will be terminated by the Company if the balance on the Company Prepaid Calling Card is insufficient to continue the call and the Customer fails to enter the number of another valid Company Prepaid Calling Card prior to termination.

A card will expire on the date indicated on the card, or if no date is specified, 12 months from the date of purchase, or the date of last recharge, whichever is later. The Company will not refund unused balances.

A credit allowance for Company Prepaid Calling Card Service is applicable to calls that are interrupted due to poor transmission, one-way transmission, or involuntary disconnection of a call. To receive the proper credit, the Customer must notify the Company at the designated toll-free customer service number printed on the Company Prepaid Calling Card and furnish the called number, the trouble experienced (e.g. cut-off, noisy circuit, etc.), and the approximate time that the call was placed.

When a call charged to a Company Prepaid Calling Card is interrupted due to cut-off, one-way transmission, or poor transmission conditions, the Customer will receive a credit equivalent of one Telecom Unit.

Credit allowances for calls pursuant to the Company Prepaid Card Service do not apply for interruptions not reported promptly to the Company or interruptions that are due to the failure of power, equipment or systems not provided by the Company.

Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of the Company.

The Company will block all calls beginning with the NPA "900" and NXX "976" calls, therefore such calls can not be completed.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

3.5.5 Directory Assistance.

Access to long distance directory assistance is obtained by dialing 1 + 555-1212 for listings within the originating area code and 1 + (area code) + 555-1212 for other listings. When more than one number is requested in a single call, a charge will apply for each number requested. A charge will be applicable for each number requested, whether or not the number is listed or published. The company will not provide, nor bill, for operator services.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

3.5.6 Reserved for Future Use.

3.5.7 Emergency Call Handling Procedures

Emergency "911" calls are not routed to company, but are completed through the local network at no charge.

3.5.8 Promotional Offerings

The Company may, upon Commission approval, offer customers specific rate incentives during specified promotional periods. The Company will provide written notice to the Commission at least 7 days prior to the commencement of a promotional program specifying the terms of the promotion, the specific service offered, the location, and the beginning and ending dates of the promotional period.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

SECTION 4 - RATES

4.1 1+ & 101XXXX Dialing

\$0.15 per minute

A \$4.95 per month per number service charge applies.
Billed in one minute increments

4.2 Travel Cards

\$.199 per minute

A \$.25 per call service charge applies.
Billed in one minute increments

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

4.3 800 Service (Toll Free)

\$0.15 per minute

A \$10 per month per number service charge applies.
Billed in one minute increments

4.4 Prepaid Calling Cards

Program (to be determined by distributor)

A	\$.015	Per Telecom Unit
B	\$.019	Per Telecom Unit
C	\$.025	Per Telecom Unit
D	\$.029	Per Telecom Unit
E	\$.032	Per Telecom Unit
F	\$.035	Per Telecom Unit
G	\$.039	Per Telecom Unit
H	\$.045	Per Telecom Unit
I	\$.05	Per Telecom Unit
J	\$.06	Per Telecom Unit
K	\$.07	Per Telecom Unit
L	\$.08	Per Telecom Unit
M	\$.09	Per Telecom Unit
N	\$.10	Per Telecom Unit
O	\$.11	Per Telecom Unit
P	\$.12	Per Telecom Unit
Q	\$.13	Per Telecom Unit
R	\$.14	Per Telecom Unit
S	\$.15	Per Telecom Unit
T	\$.19	Per Telecom Unit
U	\$.20	Per Telecom Unit
V	\$.25	Per Telecom Unit
W	\$.29	Per Telecom Unit
X	\$.30	Per Telecom Unit
Y	\$.33	Per Telecom Unit
Z	\$.35	Per Telecom Unit
AA	\$.39	Per Telecom Unit
BB	\$.40	Per Telecom Unit
CC	\$.50	Per Telecom Unit

A \$.59 per call service charge applies.

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

4.5 Directory Assistance

\$.95

4.6 Returned Check Charge

\$25.00

4.7 Reconnection Charge

\$25.00

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390

4.8 Rate Periods

	Monday - Friday	Sat.	Sun.
8 a.m. to 5 p.m.*	Daytime Rate Period		Evening Rate Period
5 p.m. to 11 p.m.*	Evening Rate Period		
11 p.m. to 8 a.m.*	Night/Weekend Rate Period		

* To, but not including

When a message spans more than one rate period, total charges for the minutes in each rate period are calculated and the results for each rate period are totaled to obtain the total message charge. If the calculation results in a fractional charge, the amount will be rounded down to the lower cent.

4.9 Payphone Dial Around Surcharge

A surcharge applies on all completed intrastate toll-free and 10XXX/101XXX access code calls, including any 800/888 or travel card calls, originating from a pay telephone. This surcharge is applied in addition to any other applicable service charges or surcharges. The surcharge does not apply to: calls paid for by inserting coins at the pay telephone; or calls placed from stations other than a pay telephone.

Surcharge Rate \$0.35 per call

DATE OF ISSUE: May 2, 2000

DATE EFFECTIVE: June 16, 2000

Jeffrey P. Lauzon, President
8615 Richardson Road; Suite 200
Walled Lake, Michigan 48390