

JAMES M. FISCHER, P.C.

ATTORNEY AT LAW
REGULATORY CONSULTANT

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July 19, 1999

FILED

JUL 19 1999

Missouri Public
Service Commission

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 3660
Jefferson City, Missouri 65102

TA-2000-39

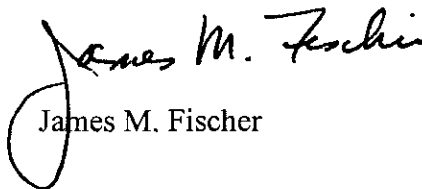
RE: *In the Matter of the Application of Satlink 3000, Inc. for a Certificate of Service Authority to Provide Competitive Intrastate Interexchange Telecommunications Service in Missouri*

Dear Mr. Roberts:

Enclosed for filing in the above-referenced matter are the original and fourteen (14) copies of the Application of Satlink 3000, Inc. A copy of the foregoing Application has been hand-delivered or mailed this date to parties of record.

Thank you for your attention to this matter.

Sincerely,


James M. Fischer

/jr

Enclosures

cc: Office of the Public Counsel

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BEFORE THE
PUBLIC SERVICE COMMISSION
STATE OF MISSOURI

FILED

JUL 19 1999

Missouri Public
Service Commission

In the matter of the Application of)
Satlink 3000, Inc.)
for a Certificate of Service Authority)
Provide Competitive Intrastate Interexchange)
Telecommunications Service in Missouri)

Case No. TA-2000-39

APPLICATION

COMES NOW Satlink 3000, Inc. ("Satlink" or "Applicant") and requests a Certificate of Service Authority to provide competitive intrastate interexchange telecommunications services between and among locations within the state of Missouri pursuant to Section 392.440 RSMo (1994)¹, an order classifying Applicant as a competitive telecommunications carrier, and an order waiving or suspending certain Commission rules and statutory provisions pursuant to Section 392.440, and an order waiving or suspending certain Commission rules and statutory provisions pursuant to Section 392.420. In support of its request, Applicant provides the following information:

1. Applicant is a corporation organized under the laws of Georgia. Its principal office is located at:

Satlink 3000, Inc.
5050 N. 19th Avenue, Suite 417
Phoenix, AZ 85015

Telephone: (602) 335-1231
Facsimile: (602) 335-1577
Toll Free: (800) 288-0089

Contact: Peter Stazzone, President

Applicant is a corporation organized under the laws of the state of Nevada on April 24, 1998.
A copy of the company's certificate of authority qualifying Satlink 3000, Inc. to do business

¹All statutory references are to revised statutes of Missouri, 1994, unless otherwise noted.

in Missouri is included as Exhibit I and incorporated herein by reference.

2. Satlink, with this application, proposes to provide inbound and outbound telecommunications services to residential and business customers, utilizing switched and dedicated access. Switched access service is available on a presubscription basis from equal access originating end offices. Satlink will also offer travel cards and operator assisted calling services. All services are available twenty-four (24) hours per day, seven (7) days a week. Service is offered as an add-on to Satlink' interstate service.

Satlink operates as a switchless reseller. Calls originate over LEC facilities to the Company's underlying carrier (currently WorldCom). The Company's underlying carrier performs all interexchange switching, routing and call termination functions. Call detail information is provided to the Company by the underlying carrier for purposes of rating and billing calls.

Message Toll Service allows customers to use the Company's network by making "1 + interexchange number" calls.

Inbound Toll Free Service allows customers to pay for calls received via a toll free (i.e. 800/888 number) rather than the call originator.

Travel Card service allows customers to use the Company's network in a casual calling format by dialing the Company's toll free number, entering a Personal Account Code and a destination number.

Debit Card Service allows Customers to place direct dialed calls between locations within the state of Missouri. Customers access the Satlink network by dialing an 800 number or other access dialing sequence and entering a Personal Account Code.

Satlink will follow all appropriate Missouri Public Service Commission rules for any telecommunication service that the Company offers which requires Satlink to receive authorization to change the Customer's primary carrier.

3. Satlink's registered agent in the state of Missouri is:
National Registered Agents, Inc.
300-B East High Street
Jefferson City, MO 65101
4. Satlink intends to provide resold long distance telecommunications service on a twenty-four (24) hour a day basis, originating and terminating throughout the state of Missouri.
5. Satlink possesses managerial and technical expertise to provide resale interexchange telecommunications services.
6. Satlink has ample financial resources to operate as a telecommunications reseller.
7. Satlink's tariff containing the rules and regulations applicable to its customers, a description of the services offered, and a list of rates associated with such services is being filed simultaneously with this application showing a forty-five (45) day effective date.
8. Applicant will not unjustly discriminate among its customers, which discrimination is prohibited pursuant to Section 392.200.
9. Satlink requests classification as a competitive telecommunications company operating within the state of Missouri. Satlink further requests classification of services described in its tariff as competitive services.
10. Applicant, pursuant to Section 386.570, will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.
11. Satlink will offer operator services to customers within Missouri. The primary customers of Applicant's operator services are presubscribed business and residential customers. Some

of these companies may, in their normal course of business, be responsible for providing access and directing telephone calls for end users. Satlink proposes to conduct its operator services within the guidelines determined in rulemaking docket TX-91-129, or according to subsequent rules or policies established for the state of Missouri. Specifically:

- All calls are branded before call charges are incurred.
- Rates, billing method and complaint resolution procedures are disclosed upon request. This service is available at no charge, 24 hours per day.
- Traffic aggregators are obligated by contract and tariff to display and notice information that complies with FCC rules and applicable state requirements.
- Traffic aggregators are obligated by contract and tariff to provide access to alternative operator service providers.
- Where the local exchange carrier has the capability of identifying multiple carriers, Satlink is identified on the end user bill.
- No location surcharges are collected by Applicant for intrastate Missouri calls.
- Satlink does not intercept or route 911 calls. These calls complete directly through the serving local exchange carrier. Applicant routes emergency 0- and 00- calls efficiently to the appropriate emergency agency in locations where it handles such calls.

Satlink' carrier uses reliable answer detection techniques and Satlink will not knowingly bill for incomplete calls. If for any reason a caller believes he or she has been charged for an uncompleted call, Applicant will issue credit for the charges under all reasonable circumstances

12. Correspondence or communications pertaining to this application should be addressed to:

Mr. James M. Fischer
Attorney at Law
101 W. McCarty Street, Suite 215
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Facsimile: (573) 636-0383

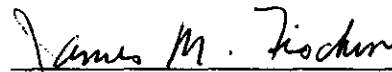
13. Satlink also respectfully requests, pursuant to Section 392.420, that the Commission suspend, waive or modify the application of the following rules and statutory provisions as they relate to the regulation of the applicant:

| | | |
|------------------------------------|----|---|
| 4 CSR 240-10.020 | -- | Depreciation fund income |
| 4 CSR 240-30.010(2)(C) | -- | Posting of exchange rates at central operating offices |
| 4 CSR240-30.040 | -- | Uniform system of accounts |
| 4 CSR 240-32.030(1)(B) and (C) | -- | Exchange area maps and records of access lines |
| 4 CSR 240-32.030(2) | -- | In-state record keeping |
| 4 CSR 240-32.050(3) through (6) | -- | Information concerning local service tariffs, maps, directories, and telephone numbers |
| 4 CSR 240-32.070(4) | -- | Coin telephones |
| 4 CSR 240-33.030 | -- | Minimum charge rules |
| 4 CSR 240-33.040(5) | -- | Finance fee |
| Section 392.240(1) | -- | Rates--reasonable average return on investment |
| Section 392.270 | -- | Property valuation |
| Section 392.280 | -- | Depreciation rates |
| Section 392.290 | -- | Issuance of securities |
| Section 392.310 | -- | Issuance of stocks and bonds |
| Section 392.320 | -- | Stock dividends |
| Section 392.330 | -- | Issuance of securities, debt and notes |
| Section 392.340 | -- | Reorganization |

The above referenced rules and statutory provisions have been waived with regard to other interexchange carriers in prior cases. These rules or statutory provisions are principally designed to apply to noncompetitive telecommunications carriers. It would be inconsistent with the goal and purpose of Section 392.530 to apply them to a competitive telecommunications carrier such as the Applicant.

WHEREFORE, Satlink 3000, Inc. respectfully requests the Missouri Public Service Commission to grant it a Certificate of Service Authority to provide competitive intrastate interexchange telecommunications service within the state of Missouri; an order classifying it as a competitive telecommunications company providing competitive service; an order suspending, waiving, or modifying the above-referenced rules and statutory provisions as they relate to the regulation of the Applicant in the state of Missouri; and for such further orders as the Commission deems appropriate.

Respectfully submitted,



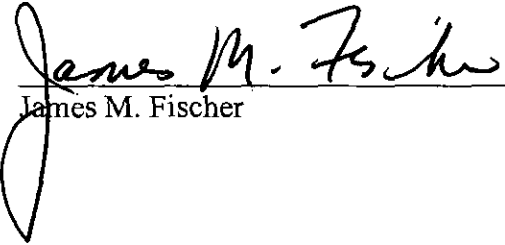
James M. Fischer Mo. Bar No.#27543
Mutual Savings Bank Bldg.
101 West McCarty Street, Suite 215
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Facsimile: (573) 636-0383

ATTORNEY FOR APPLICANT

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered or mailed, postage prepaid, this 19th day of July, 1999, to:

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


James M. Fischer

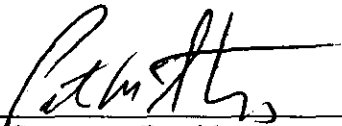
VERIFICATION

STATE OF ARIZONA

COUNTY OF MARICOPA

Peter Stazzone, being first duly sworn, on his oath and in capacity as President for Satlink 3000, Inc., states that he is authorized to execute on behalf of Satlink 3000, Inc. this application, and has knowledge of the matters stated in this application, and that said matters are true and correct to the best of his knowledge and belief

Respectfully submitted this 7 day of July, 1999




Peter Stazzone, President
SATLINK 3000, INC.
5050 N. 19th Avenue, Suite 417
Phoenix, AZ 85015

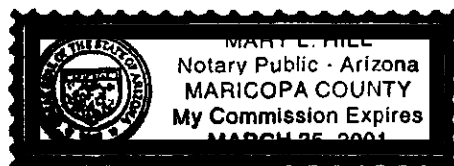
Telephone: (602) 335-1231
Facsimile: (602) 335-1577
Toll Free: (800) 288-0089

Subscribed and sworn to before me

this 9th day of July, 1999.



Notary Public



APPLICATION OF

Satlink 3000, Inc.

EXHIBIT I

Articles of Organization and
Certificate of Authority to Transact Business in Missouri

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
SATLINK 3000, INC.

USING IN MISSOURI THE NAME
SATLINK 3000, 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 NEVADA.

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
28TH DAY OF SEPTEMBER, 1998.

Rebecca McDowell Cook
Secretary of State



\$155.00

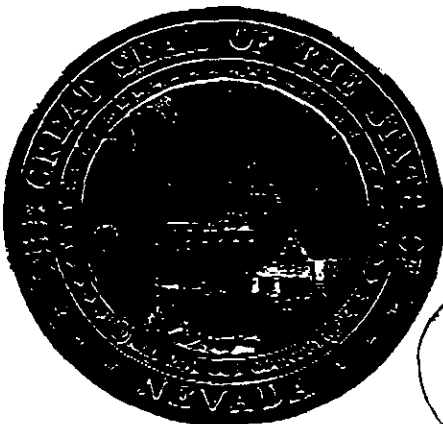
SECRETARY OF STATE

**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SATLINK 3000, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 24, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on August 25, 1998.



By

Secretary of State

Certification Clerk

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

APR 24 1998

No. C9408-1998
Dean Heller
DEAN HELLER, SECRETARY OF STATE

Articles of Incorporation

or

SATLINK 3000, INC.

The undersigned natural person, who is at least eighteen (18) years of age, for the purpose of forming a Private Corporation, under and subject to the provisions of NRS 78.010, et seq., hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation shall be: **SATLINK 3000, INC.**

ARTICLE II REGISTERED OFFICE and REGISTERED AGENT

The registered office of the Corporation shall be located at 400 West King St., #302, Carson City, NV. 89703. The initial Registered Agent at such address is Capitol Document Services, Inc. The Board of Directors may establish, from time to time, other places of business within and without the State of Nevada for the conduct of its business.

ARTICLE III DURATION

The Corporation shall have perpetual existence.

ARTICLE IV PURPOSE

The Corporation is organized for the purpose, object and nature of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Nevada, as amended from time to time.

ARTICLE V AUTHORIZED CAPITAL

The amount of common capital stock authorized shall be (i) One Hundred Million (100,000,000) shares of common stock, \$0.001 par value, and (ii) Five Million (5,000,000) shares of preferred stock, \$0.001 par value. Each of said shares of stock shall be paid for and issued at such times and in such manner as the Board of Directors may designate. All of said stock may be issued for real property, personal property or services, upon approval of the Board of Directors, and such shares shall be deemed fully paid for and non-

assessable. Authority shall vest in the Board of Directors to change the class, the number of each class of stock, and the voting powers, designations, preferences, limitations, restrictions, and relative rights of each class of stock.

ARTICLE VI
LIMITED LIABILITY and INDEMNIFICATION
OF OFFICERS AND DIRECTORS

No officer or Director of the Corporation shall be liable to the Corporation or its shareholders for the damages for the breach of a fiduciary duty as a Director or Officer other than: (a) acts or omissions which involved intentional misconduct, fraud or a known violation of the law; or (b) the payment of dividends in violation of NRS 78.300.

The Corporation may purchase or maintain insurance or make other financial arrangements on behalf of any person who is or was a Director, Officer, Employee, or Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee or Agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against him and liability and expenses incurred by him in his capacity as Director, Officer, Employee or Agent, or arising out of his status as such, whether or not the Corporation has the authority to indemnify him against such liability or expense.

The Corporation shall indemnify all of its Officers and Directors, past, present and future, and their respective heirs, executors and administrators, against any and all expenses incurred by them, and each of them, including, but not limited to, legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action or administrative proceeding brought against them for any act or omission alleged to have been committed while acting within the scope of their duties as Officers and Directors of the Corporation.

The expenses of the Officers and Directors incurred and paid in advance of the final disposition of the action or proceeding, upon receipt of any undertaking by or on behalf of the Officer or Director, shall be subject to repayment by such Officer or Director if it is ultimately determined by a court of competent jurisdiction that he/she is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be exclusive of any other rights of indemnification which the Officers or Directors may have or hereafter acquire. Without limitation of the foregoing, the Board of Directors may adopt by-laws or enter into individual agreements with one or more Officers or Directors from time to time to provide the fullest indemnification permitted by the Laws of the State of Nevada.

ARTICLE VII
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be conducted by a Board of Directors, the number of which shall be fixed and established by the By-Laws of the Corporation as from time to time amended. The initial Board of Directors will consist of one (1) director. The person who shall serve as director until the first annual meeting of shareholders or until his/her successor is elected and qualified is:

Preston J. Shea, Esq.
3104 E. Camelback Rd., #427
Phoenix, Arizona 85016-4595

The above named Director may, at any time prior to the first meeting of the Board of Directors, elect or appoint additional Directors, not exceeding the number set forth in the by-laws, to serve until his successors are elected and qualified. Thereafter, vacancies on the Board of Directors, however arising, may be filled from time to time by the remaining Directors.

The successors to the first Board of Directors shall be elected at the Annual Meeting of the Shareholders to be held on the date and at the time provided in the by-laws. The Directors shall hold office for one year or until they are removed or their successors have been duly qualified, as provided in the by-laws.

The Board of Directors shall elect or appoint a President, a Secretary, a Treasurer, a Registered Agent and such other Officers and Agents for the administration of the business of the Corporation as it shall from time to time determine. Such persons need not be stockholders of the Corporation or members of the Board of Directors.

ARTICLE VIII ASSESSMENTS

To the extent permitted by law, the private property of each and every Stockholder, Officer and Director of the Corporation, real or personal, tangible or intangible, now owned or hereafter acquired by any of them, is and shall forever be exempt from all debts and obligations of the Corporation.

ARTICLE IX NO PREEMPTIVE RIGHTS

Except as may otherwise be provided by the Board of Directors of the Corporation, no shareholder of any shares of stock of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into any such shares, or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE X NO CUMULATIVE VOTING

Election of Directors of the Corporation shall be by majority vote of the shareholders. There shall be no cumulative voting.

ARTICLE XI INCORPORATORS

The names and addresses of the Incorporator executing these Articles of Incorporation is as follows:

Preston J. Shea, Esq.
3104 E. Camelback Rd., #427
Phoenix, Arizona 85016-4595

By: Michael E. Ellis 4/24/98
Title: _____