

**SWIDLER
&
BERLIN**

CHARTERED

March 25, 1997

DEPOSIT

D489

DATE

MAR 26 1997

**ORIGINAL
FILE COPY**

VIA FEDERAL EXPRESS

Mr. Walter D'Haeseleer
Director, Division of Communications
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

970380TX

Re: Application of AII Telecom, Inc. for Authorization to Provide Alternative Local Exchange Service Within the State of Florida

Dear Mr. D'Haeseleer:

Please find enclosed an original and six (6) copies of the Application of AII Telecom, Inc. for Authority to Provide Alternative Local Exchange Service Within the State of Florida. Also enclosed is a check in the amount of \$250.00 to cover the requisite filing fee.

On behalf of AII Telecom, Inc., Exhibit 2 to the above-captioned application has been filed as proprietary information, bearing suitable markings, and under seal. This Exhibit contains sensitive financial information that is to be considered proprietary and confidential in nature, and it is requested that the information contained in the Exhibit be treated in a proprietary and confidential manner. AII Telecom, Inc. respectfully requests that such information be protected from public disclosure and not be provided to those not a party to this proceeding.

Please date stamp the enclosed extra copy of this filing and return it to the undersigned in the enclosed self-addressed, postage-prepaid envelope. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned. Thank you for your attention to this matter.

*Check enclosed with filing and
postage-prepaid envelope for deposit.
Please date stamp the extra copy of check
to be returned to the undersigned.
A.J.*

Sincerely,



Margaret M. Charles
Katherine A. Rolph

Counsel for AII Telecom, Inc.

Enclosures
cc: Anthony Hansel

14226617

1000 K STREET, N.W. • SUITE 500
WASHINGTON, D.C. 20007-5116

(202) 424-7500 • TELEX 701131 • FACSIMILE (202) 424-7515

DOCUMENT NUMBER DATE

03174 MAR 26

FPSC RECORDS/REPORTING

ORIGINAL

**FLORIDA PUBLIC SERVICE COMMISSION
CAPITAL CIRCLE OFFICE CENTER - 2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0880**

**APPLICATION FORM
for**

**AUTHORITY TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA**

INSTRUCTIONS

1. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing alternative local exchange certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee.
2. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
3. Use a separate sheet for each answer which will not fit the allotted space.
4. If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Communications, Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0880
(904) 413-6600**

5. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250 made payable to the Florida Public Service Commission at the above address.
-

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

Original authority (new company)

Approval of transfer (to another certificated company)

Example. a certificated company purchases an existing company and desires to retain the original certificate authority.

Approval of assignment of existing certificate (to a non-certificated company)

Example. a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.

Approval for transfer of control (to another certificated company)

Example. a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of applicant:

ATI Telecom, Inc. ("ATI" or "Company").

3. Name under which the applicant will do business (d/b/a):

ATI Telecom, Inc.

4. If applicable, please provide proof of fictitious name (d/b/a) registration.

Fictitious name registration number: **Not Applicable.**

5. A. National mailing address including street name, number, post office box, city, state, zip code, and phone number.

**118-72 Corson Avenue
Corson, NY 11368
(718) 271-4300 (Tel.)
(718) 271-0004 (Fax)**

B. Florida mailing address including street name, number, post office box, city, state, zip code, and phone number.

ATI does not currently have a mailing address in Florida. The name and address of ATI's registered agent in Florida is:

Patrick Farragher
11214 Veranda Court
Bradenton, Florida 34209
(941) 795-0587 (Tel.)

6. Structure of organization:

- | | |
|---------------------------------------------------------|------------------------------------------------------|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input checked="" type="checkbox"/> Foreign corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Joint Venture | <input type="checkbox"/> Other, Please explain _____ |

7. If applicant is an individual, partnership, or joint venture, please give name, title and address of each legal entity.

Not Applicable.

8. State whether any of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

None of ATI's officers, directors, nor any of the ten largest stockholders, have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or any crime; nor are any such proceedings pending.

9. If incorporated, please provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

A copy of applicants certificate of authority to transact business in the State of Florida as a foreign corporation is attached hereto as Exhibit I.

Corporate charter number: 19600006847

10. Please provide the name, title, address, telephone number, Internet address, and facsimile number for the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application.

Ongoing liaison: Pat Donohue, Vice President, ATI Telecom, Inc., 110-72 Corona Avenue, Corona, NY 11368, Tel: (718) 271-4300; Fax: (718) 271-0004.

Liaison for Application: Margaret M. Charles, Esq. and Katherine A. Rolph, Esq., Swidler & Berlin Chartered, 3000 K Street, Suite 300, Washington, D.C. 20007-5116 Tel: (202) 424-7500; Fax (202) 424-7645

11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative local exchange service.

Applicant intends to seek certification authority to provide resold telecommunications services in California, Connecticut, Illinois, Massachusetts, New Jersey, New York, and Texas.

12. Has the applicant been denied certification in any other state? If so, please list the state and reason for denial.

No.

13. Have penalties been imposed against the applicant in any other state? If so, please list the state and reason for penalty.

No.

14. Please indicate how a customer can file a service complaint with your company.

ATI can be reached for customer complaints at 1 (800) 4-TELECOM. In the event of a service complaint, ATI will open a trouble ticket, perform a review of the complaint and attempt to reach a settlement to the mutual satisfaction of both Parties.

15. Please complete and file a price list in accordance with Commission Rule 25-24.825.

A complete price list will be filed with the Commission in accordance with Commission Rule 25-24.825 prior to initiating service.

16. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange service in Florida.

A. Financial capability. See Exhibit 2.

Regarding the showing of financial capability, the following applies:

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

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

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

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

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

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

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

- B. Managerial capability. See Exhibit 3.**
- C. Technical capability. See Exhibit 3.**

(If you will be providing local intra-exchange switched telecommunications service, then state how you will provide access to 911 emergency service. If the nature of the emergency 911 service access and funding mechanism is not equivalent to that provided by the local exchange companies in the areas to be served, describe in detail the difference.)

ATI will negotiate an E911/911 interconnection arrangement with the incumbent LECs that will allow it to complete 911 calls for its customers. ATI will coordinate with the agency operating the Public Service Answering Point ("PSAP") in each locality that it serves, in order to assure that 911 calls are routed and delivered in the manner desired by the PSAP. In those localities where E911 service has been implemented, ATI also will make arrangements for the proper delivery of Automatic Number Identification ("ANI") and Automatic Location Identification ("ALI") information to the PSAP.

AFFIDAVIT

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

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

Official:

Pat Iversic
Signature

3/11/95
Date

Title:

Pat Iversic
Vice President

(718) 271-4300

Telephone Number

Address:

118-72 Cerona Avenue
Cerona, NY 11368

EXHIBITS

- | | |
|------------------|------------------------------------------------------|
| EXHIBIT 1 | Certificate of Authority to Transact Business |
| EXHIBIT 2 | Financial Statements for ATI Telecom, Inc. |
| EXHIBIT 3 | Managerial and Technical Capability |

EXHIBIT I

Certificate of Authority to Transact Business



FLORIDA DEPARTMENT OF STATE
Sandra B. Mertham
Secretary of State

December 30, 1996

CAPITAL CONNECTION, INC.

Qualification documents for ATI TELECOM, INC. were filed on December 30, 1996 and assigned document number F9600006847. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

The certification you requested is enclosed.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (904) 487-6091, the Foreign Qualification/Tax Lien Section.

Freta Lott
Corporate Specialist Supervisor
Division of Corporations

Letter Number: 096A00057637

don ID # for ATI Telecom
113180179

State of Florida



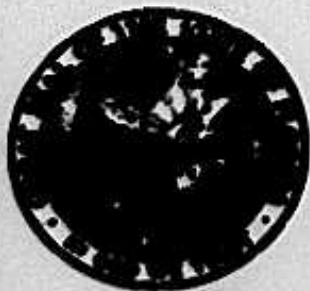
Department of State

I certify the attached is a true and correct copy of the application by ATI TELECOM, INC., a New York corporation, authorized to transact business within the State of Florida on December 30, 1996 as shown by the records of this office.

The document number of this corporation is F96000006847.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirtieth day of December, 1996

Sandra B. Northam
Secretary of State



APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. ATI TELECOM, INC.
(Name of Corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York 3. 11-2918386
(State or country under the laws of which it is incorporated) (FEI number, if applicable)

4. _____ 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. date of this filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.102, F.S.)

7. 110-92 Corona Avenue
Corona, New York 11368
(Current mailing address)

8. To engage in the business of Telecommunications, sales, service and equipment
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: Patrick Ferragher

Office Address: 11214 Veranda Court

Braidenton, Florida, 34209
(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Patrick Ferragher
(Registered agent's signature)
 Patrick Ferragher

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

RECEIVED
 TALLAHASSEE, FLORIDA
 96 DEC 30 11:25
 11-2918386

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Chris Dohie

Address: 110-72 Corona Avenue,
Corona, NY 11368

Vice Chairman: _____

Address: _____

Director: Chris Dohie

Address: 110-72 Corona Avenue,
Corona, NY 11368

Director: Patricia Dohie

Address: 110-72 Corona Avenue,
Corona, NY 11368

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Chris Dohie

Address: 110-72 Corona Avenue,
Corona, NY 11368

Vice President: _____

Address: _____

Secretary: Patricia Dohie

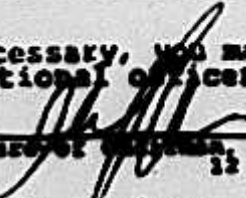
Address: 110-72 Corona Avenue,
Corona, NY 11368

Treasurer: _____

Address: _____

96 DEC 30 AM 11:15
ALDAMASSE, TUDUO

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Chris Dohie, President
(Type or printed name and capacity of person signing application)

State of New York Department of State

ss:

I hereby certify, that the certificate of incorporation of ATI TELECOM, INC. was filed on 07/29/1993, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

...

Witness my hand and the official seal of the Department of State at the City of Albany, this 24th day of December one thousand nine hundred and ninety-six.



Special Deputy Secretary of State



199612260055 59

96 DEC 30 AM 11:26
ST. CHARLES ST.
TALLAHASSEE, FLORIDA

EXHIBIT 2

Financial Statements for ATI Telecom, Inc.

EXHIBIT 2

Financial Statements for ATI Telecom, Inc.

ATI has sufficient financial resources to provide and maintain local exchange resale services in Florida. By way of background, ATI has extensive experience in providing telecommunications services. ATI provides resold interstate interexchange service pursuant to the policies adopted by the Federal Communications Commission and also provides intrastate interexchange services in New York. ATI now seeks to expand its service offerings to include competitive local exchange service in a number of states, including Florida. ATI's successful provision of telecommunications services is proof, in the first instance, of its technical, managerial, and financial ability to provide local exchange resale services in the State.

ATI proposes to provide service on a resale basis only, which means that significant additional capital expenditures will not be required in the first year of operation. It is anticipated that ATI will be able to integrate the provision of resold local exchange services into its existing telecommunications operations, consistent with the cooperation of and negotiations with the incumbent local exchange carriers. In this manner, ATI will be able to take advantage of the existing resources currently available in the Company in such areas as billing, customer service, maintenance and technical support, and marketing and sales, and thereby further reduce the expenditures required to provide local service in the state.

Because the specific details of the provision of resold local service are subject to negotiations between ATI and the incumbent local exchange carriers, it is difficult to assess precisely the capital expenditures that will be needed to begin providing service. However, the Company anticipates that the resources needed to provide resold local services in Florida will be available from its current assets and from the income and revenue generated from its successful provision of telecommunications services. Included in this Exhibit, **but filed separately under seal as confidential and proprietary information**, are copies of ATI's Income Tax Returns for an S Corporation for 1993, 1994, and 1995. These financial statements provide the required documentation to show that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served, to maintain the requested service, and to meet its lease or ownership obligations.

EXHIBIT 3

Managerial and Technical Capability

EXHIBIT 3

Managerial and Technical Capability

ATI is technically and managerially qualified to provide local exchange resale services within Florida. ATI Telecom was formed in 1993 and has extensive experience in providing telecommunications services. ATI is a domestic interexchange carrier, organized under the laws of New York, that resells switched and private line services. ATI is also an authorized international carrier that provides international message telecommunications service between the U.S. and various international points. ATI provides resold interstate interexchange service pursuant to the policies adopted by the Federal Communications Commission and also provides intrastate interexchange services in New York. ATI now seeks to expand its service offerings to include competitive local exchange service in a number of states, including Florida. ATI will be able to take advantage of the existing resources currently available in the Company in such areas as billing, customer service, maintenance and technical support, and marketing and sales. ATI's successful provision of telecommunications services is proof, in the first instance, of its technical, managerial, and financial ability to provide local exchange resale services in the State.

A description of the extensive managerial and technical telecommunications experience and expertise of ATI's key management personnel is provided below.

Chris Dowhie, President

An avatar of advanced telecommunications for the common man, Chris Dowhie has spent the past ten years making the latest telephonic products and services available to New York's newest ethnic groups at prices these groups can afford. During this decade long odyssey, Dowhie has consistently managed to anticipate new directions for cellular technology and long distance service, and then create and market inexpensive, easily-understood products and services which reflect his commitment to making New York City's newest immigrant population feel right at home in the global village.

Beginning in 1986 with Audio Trend Inc., the first wholesale/retail cellular phone boutiques in the metropolitan area, Dowhie has steadily and successfully expanded his vision. Building off his burgeoning reputation in the cellular field, Mr. Dowhie followed in 1988 by introducing ATI Rentals and Rent-A-Phone Inc., phone rental and cellular service resellers to midtown and downtown Manhattan's finest hotels.

Then, in 1990, Dowhie stepped beyond the realm of equipment sales and rental by launching ATI Debit Card International, one of the world's finest prepaid international calling card services. ATI Debit Card combined state-of-the-art technology with cutting-edge cellular capability to make cellular phone service accessible to middle and lower middle income markets.

Eager to expand and innovate further, in 1993 Dowhie founded ATI Telecom Inc. and moved to position it as a major provider of targeted discount international service, negotiating favorable rates to Colombia, the Dominican Republic, and other Caribbean and Latin American locales.

In conjunction with these overseas successes, Dowhie has managed to attract a domestic customer base whose purchasing power has enabled ATI Telecom to negotiate significantly discounted rates, thereby allowing it to enter the wholesale market, where it has begun reselling service to the New York metropolitan area calling arcades.

This impressive array of achievements led New York City Mayor Rudolph Guiliani to formally recognize ATI Telecom in 1995 as one of the fastest growing companies in New York City. The following year Chris Dowhie was honored as a finalist in the KPMG Peat Marwick Entrepreneur of the Year competition.

Dowhie is currently exploring opportunities for voice communication across the Internet, and is also in the process of offering Video Conferencing in the New York area.

Pat Dowhie, Vice President

Pat Dowhie has been associated with the ATI family of companies since 1986. Her administrative and customer service prowess is generally acknowledged to have enabled ATI's transition from cellular retailer to bundled telecommunications service provider. She is presently a vice president at ATI Telecom, where she has developed and continues to maintain the account maintenance, billing, collection and customer relations functions. Currently managing a bilingual staff of 35, she has implemented strategies which limit ATI's customer turnover to less than 7% per year while at the same time improving collections to the point where over 95% of payables are remitted within 30 days.

In addition to her duties with ATI Telecom, Pat Dowhie is president of Pre-Pay USA, also a reseller of long distance service. Currently in its first year of operation, Pre-Pay is expected to generate gross revenues in excess of \$7 million dollars in fiscal '97.

Gino Villalona, Head of MIS Department

ATI's MIS Department will be headed by Gino Villalona. Mr. Villalona has extensive experience in computers and telecommunications. He has experience in all aspects of computer diagnostics, installations and configurations, including considerable education with database management and Excel switches. He has been trained to configure and maintain Excel switches and on SBT Accounting Systems and Access Billing Software for Excel switches. Mr. Villalona studied Communications at Queens College and Electronics Engineering at College of Aeronautics.

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&
BERLIN**

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VIA FEDERAL EXPRESS

Mr. Walter D'Haeseleer
Director, Division of Communications
Florida Public Service Commission
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Tallahassee, Florida 32399-0850

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ATI TELECOM, INC.

110 72 Corona Ave.
Corona, N.Y. 11368
(718) 271-4300

The Chase Manhattan Bank, N.A.

37 94 103 Street
Corona, New York 11368

6647

Memo:

Two Hundred Fifty and 0/100 Dollars

**PAY
TO THE
ORDER
OF**

FLORIDA PUBLIC SERV.COMMISSION

Mar 7, 1997
DATE

*****\$250.00*
AMOUNT

