

ORIGINAL

Telecom Tariff Consultants

Kott Enterprises, Inc.

980020-TI

PO Box 14082, Ft. Lauderdale, Florida 33302
Tel: (954) 764-5093 Fax: (954) 764-0840

Cynthia D. Kott, President
Loren R. Kott, Vice President
Alison Kacurov, Administrative Assistant

December 31, 1997

DEPOSIT

DATE

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

D682**

JAN 05 1998

RE: Starways Telecommunications, Inc.

Dear Sir / Madam:

Enclosed please find an original and six (6) copies of the Application to Provide Interexchange Telecommunications Service within the State of Florida and Tariff on behalf of the above referenced long distance reseller.

You will also find enclosed, Starways' check made payable to the Florida Public Service Commission in the amount of \$250.00 to cover the filing fee costs.

Any inquiries regarding this application and its contents may be directed to the undersigned.

For purposes of verification of receipt I have enclosed an additional copy of this transmittal letter as well as a SASE. Please date stamp and return to me.

I look forward to working with you on behalf of my client.

Respectfully,

Cynthia D. Kott
Cynthia D. Kott

CDK:ak
encl

00116-98

This document has been placed in confidential storage pending advice on handling from OPR staff.

DOCUMENT NUMBER DATE

00116-98 JAN -5 98

FPSC PUBLIC REPORTING

Telecom Tariff Consultants

Kott Enterprises, Inc.

PO Box 14062, Ft. Lauderdale, Florida 33302
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December 31, 1997

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

Check received with filing and
forwarded to Fiscal for deposit.
Fiscal to forward a copy of check
to RAR with proof of deposit.

Initials of person who forwarded check:

RECEIVED
STATE OF FLORIDA
DIVISION OF ADMINISTRATION
98 JAN -5 AM 8 41
MAIL ROOM

RE: Starways Telecommunications, Inc.

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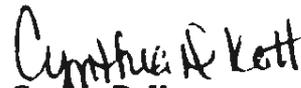
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Cynthia D. Kott

CDK:ak
encl.

**** FLORIDA PUBLIC SERVICE COMMISSION ***

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

APPLICATION FORM
for
AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS
SERVICE WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Appendix A).
- B. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Communications
Bureau of Service Evaluation
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6600

- E. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250 00 to:

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6251

1. Select what type of business your company will be conducting (check all that apply):

Facilities based carrier – company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.

Operator Service Provider – company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.

Reseller – company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.

Switchless Rebiller – company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.

Multi-Location Discount Aggregator – company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers. Then offers the resold service by enrolling unaffiliated customers.

Prepaid Debit Card Provider – any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

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

- Original Authority (New Company).**
- Approval of Transfer (To another certificated company).**
- Approval of Assignment of existing certificate (To an uncertificated company).**
- Approval for transfer of control (To another certificated company).**

3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:

StarWays Telecommunications, Inc.

4. Name under which the applicant will do business (fictitious name, etc):
STARWAYS TELECOMMUNICATIONS, INC.

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

**196 E. 200 North
Salem, Utah 84653**

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

**Business Filings Incorporated
1186 Ocean Shore Blvd., Suite 195
Ormond Beach, Florida 32176**

7. Structure of organization;

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

8. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners.

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

(b) Indicate if the individual or any of the partners have previously been:

N/A- Applicant is a Nevada Corporation

(1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. **NO**

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

9. If incorporated, please give:

(a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: FC7000004676

(b) Name and address of the company's Florida registered agent.
**Business Filings Incorporated
1186 Ocean Blvd., Suite 195
Ormond Beach, Florida 32176**

(c) Provide proof of compliance with the fictitious name statute
(Chapter 865.09 FS), if applicable.
Foreign Corporation certificate attached

Fictitious name registration number _____

(d) Indicate if any of the officers, directors, or any of the ten largest
stockholders have previously been:

- (1) adjudged bankrupt, mentally incompetent, or found guilty
of any felony or of any crime, or whether such actions may
result from pending proceedings. **NO**
- (2) officer, director, partner of stockholder in any other Florida
certificated telephone company. If yes, give name of
company and relationship. If no longer associated with
company, give reason why not. **NO**

10. Who will serve as liaison with the Commission in regard to (please give, name, title,
address and telephone number):

(a) The application: **Cynthia D. Kott
Regulatory Consultant
PO Box 14062
Ft. Lauderdale, FL 33301
(954) 764-5093**

(c) Official Point of contact for the ongoing operations of the
company;

**Thomas Mower
(801) 423-4466**

(d) Tariff;

**Cynthia D. Kott
Regulatory Consultant
PO Box 14062
Ft. Lauderdale, FL 33301
(954) 764-5093**

(e) Complaints / Inquiries from customers;

**Todd Neilson, General Manager
(888) 211-7587**

11. List the states in which the applicant:

- (a) Has operated as an interexchange carrier.
NONE
- (b) Has applications pending to be certified as an interexchange carrier.
NONE
- (c) Is certified to operate as an interexchange carrier.
New Jersey, Michigan and Texas
- (d) Has been denied authority to operate as an interexchange carrier and the circumstances involved.
NONE
- (e) Has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.
NONE
- (f) Has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.
NONE

12. What services will the applicant offer to other certificated telephone companies:

- Facilities.
- Billing and Collection.
- Maintenance.
- Other: **NONE**
- Operators.
- Sales.

13. Do you have a marketing program?

Services sold through independent agents.

14. Will your marketing program:

- Pay commission?
- Offer sales franchises?
- Offer multi-level sales incentives?
- Offer other sales incentives?

15. Explain any of the offers checked in question 14 (To whom, what amount, type of franchise, etc.)

Commissions will be paid per standard industry commission structure to all agents for StarWays Telecommunications, Inc.

16. Who will receive the bills for your service (Check all that apply)?

- | | |
|--|---|
| <input checked="" type="checkbox"/> Residential customers. | <input checked="" type="checkbox"/> Business customers. |
| <input type="checkbox"/> PATS providers. | <input type="checkbox"/> PATS station end-users. |
| <input type="checkbox"/> Hotels & motels. | <input type="checkbox"/> Hotel & motel guests. |
| <input type="checkbox"/> Universities. | <input type="checkbox"/> Univ. dormitory residents. |
| <input type="checkbox"/> Other: (specify) _____. | |

17. Please provide the following (if applicable):

- (a) Will the name of your company appear on the bill for your services, and if not who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?
Yes, Questions concerning bill will be received directly by company's customer service department.
- (b) Name and address of the firm who will bill for your service
Direct Bill / LEC agreements where available.

18. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide interexchange telecommunications service in Florida.

A. Financial capability.

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 statement, 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 affirm that the financial statements are true and correct.

B. Managerial capability. See management backgrounds.

C. Technical capability. Company is a reseller – Network provided by underlying carrier.

19. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed).

See attached.

20. The applicant will provide the following interexchange carrier services (Check all that apply):

MTS with distance sensitive per minute rates

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

MTS with route specific rates per minute

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access 800

MTS with statewide flat rates per minute (i.e. not distance sensitive)

Method of access if FGA

Method of access is FGB

Method of access id FGD

Method of access is 800

MTS for pay telephone service providers

Block-of-time calling plan (Reach out Florida, Ring America, etc.).

800 Service (Toll free)

WATS type service (Bulk or volume discount)

Method of access is via dedicated facilities

Method of access is via switched facilities

Private Line services (Channel Services)

(For ex. 1.544 mbs., DS-3, etc.)

Travel Service

Method of access is 950

Method of access is 800

900 service

Operator Services

Available to presubscribed customers

Available to non presubscribed customers (for example to patrons of hotels, students in universities, patients in hospitals).

Available to inmates

Services included are:

Station assistance

Person to Person assistance

Directory assistance

Operator verify and interrupt

Conference Calling

21. **What does the end user dial for each of the interexchange carrier services that were checked in services included (above).**

1 plus the number or 800 plus the number

22. **Other:**

****APPLICANT ACKNOWLEDGEMENT STATEMENT****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** A non-refundable application fee of \$250.00 must be submitted with the application.
5. **RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding interexchange service.
6. **ACCURACY OF APPLICATION:** By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement.

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

UTILITY OFFICIAL: Cynthia W. Kott 12/16/91
for Signature Date
Stennis Communications, Inc.
Regulatory Consultant 621-764-9973
Title Telephone No.

**** APPENDIX A ****

I, (TYPED NAME) _____, (TITLE)

_____, and current holder of certificate number

_____, have reviewed this application and join in the petitioner's request
for a transfer of the above-mention certificate.

UTILITY OFFICIAL:

Cynthia D Kott
Signature

12/10/97
Date

for
Starwest Telecommunications, Inc.

Regulatory Consultant
Title

951-764-5093
Phone

5. **TRAFFIC RESTRICTIONS:** Please explain how the applicant will comply with the EAEA requirements contained in Commission Rule 25-24.471 (4) (a) (copy enclosed).

6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has () or has not (X) previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:

- (a) What services have been provided and when did these services begin?
- (b) If the services are not currently offered, when were they discontinued?

UTILITY OFFICIAL: Cynthia A. Kott 12/16/17
Signature Date
for Starline Telecommunications, Inc.
Regulatory Consultant 954 164 5253
Title Phone

**** APPENDIX D ****

FLORIDA TELEPHONE EXCHANGE

AND

EAS ROUTES

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate.

In an effort to assist you, attached is a list of major exchanges in Florida showing the small exchanges with which each has extended area service (EAS).

**** FLORIDA EAS FOR MAJOR EXCHANGE ****

<u>Extended Service</u> <u>Area</u>	<u>with</u>	<u>These Exchanges</u>
PENSACOLA:		Cantonment, Gulf Breeze Pace, Milton Holley-Navarre.
PANAMA CITY:		Lynn Haven, Panama City Beach, Youngstown-fountain and Tyndall AFB.
TALLAHASSEE:		Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
JACKSONVILLE:		Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburgg, Orange Park, Ponte Verdra and Julington.
GAINESVILLE:		Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALA:		Bellevue, Citra, Dunnellon,

Forest Lady Lake (B21), McIntosh
Oklawaha, Orange Springs, Salt
Springs and Silver Springs Shores.

DAYTONA BEACH:

New Smyrna Beach.

TAMPA:

Central	None
East	Plant City
North	Zephyrhills
South	Palmetto
West	Clearwater

CLEARWATER:

St. Petersburg, Tampa-West and
Tarpon Springs.

ST. PETERSBURG:

Clearwater.

LAKELAND:

Bartow, Mulberry, Plant City,
Polk City and Winter Haven.

ORLANDO:

Apopka, East Orange, Lake Buena
Vista, Oviedo, Windermere, Winter
Garden, Winter Park, Montverde,
Reedy Creek and Oviedo-Winter
Springs.

WINTER PARK:

Apopka, East Orange, Lake Buena
Vista, Orlando, Oviedo, Sanford,
Windermere, Winter Garden, Oviedo
Winter Springs, Reedy Creek,
Geneva and Montverde.

TITUSVILLE:

Cocoa and Cocoa Beach.

COCOA:

Cocoa Beach, Eau Gallie, Melbourne
And Titusville.

MELBOURNE:

Cocoa, Cocoa Beach, Eau Gallie
and Sebastian.

SARASOTA:

Bradenton, Myakka and Venice.

FT. MYERS:

Cape Coral, Ft. Myers Beach, North
Cape Coral, North Ft. Myers, Pine
Island, Lehigh Acres and Sanibel-
Captive Islands.

NAPLES:	Marco Island and North Naples.
WEST PALM BEACH:	Boynton Beach and Jupiter.
POMPANO BEACH:	Boca Raton, Coral Springs, Deerfield Beach and Ft. Lauderdale.
FT. LAUDERDALE:	Coral Springs, Deerfield Beach, Hollywood and Pompano Beach.
HOLLYWOOD:	Ft. Lauderdale and North Dade.
NORTH DADE:	Hollywood, Miami and Perrine.
MIAMI:	Homestead, North Dade and Perrine.

**** APPENDIX E ****

****GLOSSARY****

ACCESS CODE: The term denotes a uniform four or seven digit code assigned to an individual IXC. The five digit code has the form 10XXX and the seven digit code has the form 950-XXXX.

BYPASS: Transmission facilities that go direct from the local exchange and user to an IXC point of presence, thus bypassing the local exchange company.

CARRIERS CARRIER: An IXC that provides telecommunications service, mainly bulk transmission service, to other IXC only.

CENTRAL OFFICE: A local operating unit by means of which connections are established between subscribers' lines and trunk or toll lines to other central offices within the same exchange or other exchanges. Each three (3) digit central office code (NXX) used shall be considered a separate central office unit.

CENTRAL OFFICE CODE: The term denotes the first three digits (NXX) of the seven (7) digit telephone number assigned to a customer's telephone exchange service./

COMMISSION: The Florida Public Service Commission.

COMPANY, TELEPHONE COMPANY, UTILITY: These terms may be used interchangeably herein and shall mean any person, firm, partnership or corporation engaged in the business of furnishing communication service to the public under the jurisdiction of the Commission.

DEDICATED FACILITY: The term denotes a transmission circuit which is permanently for the exclusive use of a customer or a pair of customers.

END USER: The term denotes any individual, partnership, association, corporation, governmental agency or any other entity which (A) obtains a common line, uses a pay telephone or obtains company or (B) subscribes to interstate services provided by an IXC or uses the services of the IXC when the IXC provides interstate service for its own use.

EQUAL ACCESS EXCHANGE AREAS: EAEA means a geographic area, configured based on 1987 planned toll center/access tandem areas, equal access to both carriers and customers of carriers in the most economically efficient manner.

EXCHANGE: The entire telephone plant and facilities used in providing telephone service to subscribers located in an exchange area. An exchange may include more than one central office unit.

EXCHANGE (SERVICE) AREA: The territory, including the base rates suburban and rural areas served by an exchange, within which local telephone service is furnished at the exchange rates applicable within that area.

EXTENDED AREA SERVICE: A type of telephone service furnished under tariff provision whereby subscribers of a given exchange or area may complete calls to, and receive messages from, one or more other contiguous exchanges without toll charges, or complete calls to one or more other exchanges without toll message charges.

FACILITIES BASED: An IXC that has its own transmission and/or switching equipment or other elements of equipment and does not rely on others to provide this service.

FOREIGN EXCHANGE SERVICES: A classification of exchange service furnished under tariff provisions whereby a subscriber may be provided telephone service from an exchange other than the one from which he would normally be served.

FEATURE GROUPS: General categories of unbundled tariffs to stipulate related services.

Feature Group A: Line side connections presently serving specialized common carriers.

Feature Group B: Trunk side connections without equal digit or code dialing.

Feature Group C: Trunk side connections presently serving AT&T-C.

Feature Group D: Equal trunk access with subscriptions.

INTEREXCHANGE COMPANY: Means any telephone company, as defined in Section 364.02(4), F.S. (excluding Payphone Providers), which provides telecommunication service between exchange areas as those areas are described in the approved tariffs of individual local exchange companies.

INTER-OFFICE CALL: A telephone call originating in one central office unit or entity but terminating in another central office unit or entity both of which are in the same designated exchange area.

INTRA-OFFICE CALL: A telephone call originating and terminating within the same central office unit or entity.

INTRASTATE COMMUNICATIONS: The term denotes any communications in Florida subject to oversight by the Florida Public Service Commission as provided by the laws of the State.

INTRA-STATE TOLL MESSAGE: Those toll messages which originate and terminate within the same state.

LOCAL ACCESS AND TRANSPORT AREA: LATA means the geographic area established for the administration of communications service. It encompasses designated exchanges, which are grouped to serve common social, economic and other purposes.

LOCAL EXCHANGE COMPANY (LEC): Means any telephone company, as defined in Section 364.02(4), F. S., which, in addition to any other telephonic communication service, provides telecommunication service within exchange areas as those areas are described in the approved tariffs of the telephone company.

OPTIONAL CALLING PLAN: An optional service furnished under tariff provisions which recognizes a need of some subscribers for extended area calling without imposing the cost on the entire body of subscribers.

900 SERVICE: A service similar to 800 service furnished under tariff provision which recognizes a need of some subscribers for extended area calling without imposing the cost on the entire body of subscribers.

PIN NUMBER: A group of numbers used by a company to identify their customers.

PAY TELEPHONE SERVICE COMPANY: Means any telephone company, other than a Local Exchange Company, which provides pay telephone service as defined in Section 364.335(4), F. S.

POINT OF PRESENCE (POP): Bell-coined term which designates the actual (physical) location of an IXC's facility. Replaces some applications of the term "demarcation point."

PRIMARY SERVICE: Individual line service or party line service.

RESELLER: An IXC that does not have certain facilities but purchases telecommunications service from an IXC and then resells that service to others.

STATION: A telephone instrument consisting of a transmitter, receiver, and associated apparatus so connected as to permit sending and/or receiving telephone messages.

SUBSCRIBER, CUSTOMER: These terms may be used interchangeably herein and shall mean any person, firm, partnership, corporation, municipality, cooperative organization, or governmental agency supplied with communication service by a telephone company.

SUBSCRIBER LINE: The circuit or channel used to connect the subscriber station with the central office equipment.

SWITCHING CENTER: Location at which telephone traffic, either local or toll, is switched or connected from one circuit or line to another. A local switching center may be comprised of several central office units.

TRUNK: A communication channel between central office units or entities, or private branch exchanges.

ATTACHMENTS:

- A - CERTIFICATE TRANSFER STATEMENT**
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS**
- C - INTRASTATE NETWORK**
- D - FLORIDA TELEPHONE EXCHANGES AND EAS ROUTES**
- E - GLOSSARY**

AFFIANT

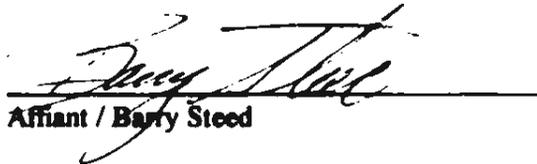
STATE OF UTAH)
 : §
COUNTY OF UTAH)

I, Barry Steed, first having been duly sworn and deposed do state the following:

1. That I am the Vice President of Starways Telecommunications, Inc.
2. That the financial information presented here is true and accurate and is as current as is reasonably possible to the best of my knowledge.

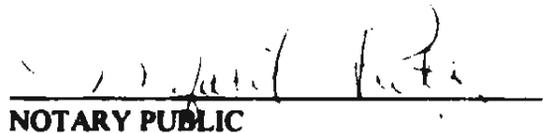
Further Affiant Sayeth Not.

DATED and SIGNED this 16th day of December, 1997.


Affiant / Barry Steed

SUBSCRIBED and SWORN to before me this 16th day of December, 1997.




NOTARY PUBLIC

MANAGEMENT

BACKGROUNDS

Biography of Tom Mower; founder and president of NEWAYS



Tom Mower, founder and chief executive officer of NEWAYS, Inc., is a man with a mission. He has an abiding interest in providing safe, pure, highly-effective and affordable products for people to put on and in their bodies.

NEWAYS, a family-owned company with headquarters in Salem, Utah, is in the vanguard of the natural products crusade. Worried that ingredients being used by large cosmetic companies were ineffective, outmoded and could contain potentially harmful ingredients, Mower determined to bring products to the market that incorporated the newest cosmetic chemistry by using ingredients never before seen in personal care products.

"Look at the label of most moisturizers, and you'll often find an ingredient called propylene glycol," Mower said. "It's called a humectant, because it holds water and imparts a smooth, greasy feel to the skin. But it is widely used in industrial antifreeze, brake fluid and cleaning solvents. Its molecular weight allows it to enter the bloodstream. Now, do you really want to put it on your face?"

Mower has always been involved in the sciences. Educated at the University of Utah, he has studied both biochemistry and herbology. Prior to establishing NEWAYS, Mower was chief executive officer of Superior Technologies, an industrial chemical manufacturing company. For a decade Mower serviced food processing plants, hospitals, and hotels.

"The last thing the world needs is another cosmetic company," Mower said. But Mower's research in biochemistry and herbology inspired him to create cosmetic products that were dynamically superior to anything else on the market.

"I was always looking for ways to make my products superior," he said. "A lot of companies try to compete in the marketplace with products that are almost the same as their rivals'."

The father of seven children, Mower started his company in 1984. His reliance on cutting-edge science increased with his desire to produce better products. He channeled his original company into fulfilling objectives in the world market, and organized NEWAYS to better reflect the company's objectives.

NEWAYS is one of the most successful and progressive multi-level marketing companies in the world. Within the last year, NEWAYS sales skyrocketed 700 percent and between 300 and 400 Distributors are joining the company every week.

To this end, the company's slogan is: Bridging the Gap Between Science and Human Needs. And this is exactly what Mower strives to accomplish. He researches the research from all over the world and stays abreast of changes in the cosmetic industry.

Outside of the United States, NEWAYS Distributors sell products in Canada, England, Malaysia, New Zealand, and Australia. On February 12, 1994, NEWAYS began selling products in Mexico and since then, more than 2,500 Mexican Distributors have joined. Additional countries may also open before the end of the year.

NEWAYS CORPORATE PROFILE



FOUNDED BY TOM AND DEE MOWER in 1992, NEWAYS, Inc. is an international manufacturer and marketer of personal care products and health supplements. Its headquarters and primary manufacturing facilities, located in Salem, Utah, are among the largest of their kind in the United States, and its manufacturing facility in Auckland, New Zealand is the third largest maker of cosmetics and personal care products in the Southern hemisphere. NEWAYS is further solidifying its position as a powerful international force by creating a revolutionary, globally seamless marketing plan that allows all distributors to develop organizations via computer in any of the countries in which it operates.

A privately held, debt-free company with assets totalling over \$60 million in 400,000 square feet of offices, warehouses, and manufacturing facilities, NEWAYS currently has a presence in thirty countries, with plans to open six others in 1997. Driven by a hybrid marketing plan that pays out well above industry averages, NEWAYS' estimates worldwide sales at \$144 million for 1996. Growth projections show expected sales of over \$300 million in 1997, and over \$500 million in 1998. NEWAYS, in fact, is one of the fastest growing nutritional and personal care companies in the world, boasting approximate growth rates of 10-25 percent per month, thanks to its debt-free status, generous marketing plan, and revolutionary products.

By blending Eastern Ming herbology with Western biotechnology, NEWAYS has successfully created an entirely unique line of body- and environment-friendly products formulated with the latest discoveries in biochemistry. According to many of the world's leading scientists and researchers, NEWAYS products are believed to be the most powerful formulations ever created in the personal care industry. NEWAYS is widely recognized as an innovator in the health and cosmetics branch of the MLM industry, eschewing what it believes are potentially harmful or carcinogenic ingredients commonly used by many other companies. This stance has become increasingly attractive to environmentally conscious marketplaces.

In pursuing his philosophy of "researching the research," Founder, President, and Research and Development Director Thomas Mower, Sr. (in conjunction with NEWAYS' Utah biochemists Thomas Mower, Jr. and Brice Pettibone, New Zealanders Francis Ying and Mike Kinmond, and leading Chinese scientists and herbologists) continually adds to a database of over 10,000 studies and reports from which information to formulate NEWAYS' products are drawn.

Because of its sales success and the quality of its products, NEWAYS has been the recipient of numerous international and domestic awards. Thomas Mower, Sr. has been knighted by the Russian Republic for scientific achievement, and NEWAYS has received the National Anti-Vivisection Society's "Personal Care with Principle" award and *MLM Insider Magazine's* 1995 "Best Company in Network Marketing" award.

THE MISSION OF NEWAYS, INC.

NEWAYS, Inc. is firmly committed to sealing its status as a progressive leader in the vanguard of the Direct Sales/Network Marketing industry.

To that end, NEWAYS, Inc. will continue its worldwide efforts to seek, develop, and acquire the safest ingredients and breakthrough technologies currently available in personal health science.

NEWAYS, Inc. further pledges to manufacture and distribute superior, dynamically marketable products; to provide one of the most lucrative Distributor compensation plans available in the industry; and to optimize the business opportunity by establishing a standard of Distributor support unparalleled in the world.

Together with the people who comprise the NEWAYS Opportunity—its Employees, Officers, Distributors, Customers, and Suppliers—NEWAYS, Inc. will continue to stride into the future while touching the world of today with quality.

ARTICLES

OF

INCORPORATION

FEB 20 1997

ARTICLES OF INCORPORATION

03382-97

OF

Dean Heller
DEAN HELLER SECRETARY OF STATE

STARWAYS TELECOMMUNICATIONS, INC.

The undersigned acting as incorporator of a corporation under the Utah Revised Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is Starways Telecommunications, Inc.

ARTICLE II

The resident agent for this corporation shall be: Lloyd Olson. The address of said agent, and the principal or statutory address of this corporation in the State of Nevada, shall be 1824 Dawn Ridge Avenue, Henderson, Nevada 89014, located in Clark County, State of Nevada. This corporation may maintain an office, or offices, in such other place or places within or without the State of Nevada as may be from time to time designated by the Board of Directors, or by the By-Laws of said corporation, and that this corporation may conduct all corporation business of every kind and nature, including the holding of all meetings of Directors and stockholders, outside the State of Nevada as well as within the State of Nevada.

ARTICLE III

The objects for which this corporation is formed are as follows: to engage in any lawful activity.

ARTICLE IV

That the total number of class A voting common stock authorized that may be issued by the corporation is ten thousand (10,000) shares of stock with no par value. The total number of class B non-voting common stock authorized that may be issued by the corporation is fifteen thousand (15,000), with no par value. No other class of stock shall be authorized. Said shares without nominal or par value may be issued by the corporation from time to time for such considerations as may be fixed from time to time by the Board of Directors.

ARTICLE V

The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the

By-Laws of this corporation, providing that the number of directors shall not be reduced to less than one (1). The name and post office address of the first Board of Directors shall be one (1) in number and listed as follows:

Thomas E. Mower
150 East 400 North
Salem, Utah 84653

ARTICLE VI

The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

ARTICLE VII

The name and post office address of the Incorporator signing the Articles of Incorporation is as follows:

Thomas E. Mower
150 East 400 North
Salem, Utah 84653

ARTICLE VIII

The corporation is to have perpetual existence.

ARTICLE XII

No director or officer of the corporation shall be personally liable to the corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer or for any act or omission of any such director or officer; however, the foregoing provision shall not eliminate or limit the liability of the director or officer for (a) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or (b) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modifications of this Article by the stockholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification. The corporation shall defend and indemnify the officers and directors for any liability to which they may be subject as a result of the lawful performance of their corporate duties.

ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the

Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Incorporator hereinbefore named for the purpose of forming a corporation pursuant to the General Corporation Laws of the State of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly gave hereunto set my hand this 18 day of Feb, 1997.

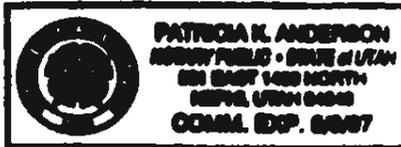
Thomas E. Mower

STATE OF UTAH

)
) ss

UTAH COUNTY

On the 18th Day of February, 1997, in Utah County, Utah, before me, the undersigned, a Notary Public in and for Utah County, State of Utah, personally appeared Thomas E. Mower, known to me to be the person whose name is subscribed to the foregoing document and acknowledged to me that he executed the same.



Patricia K. Anderson
Notary Public

STATE OF ALABAMA
DEPARTMENT OF REVENUE
CORPORATE TAX DIVISION

MONTGOMERY, AL. 36132



CORPORATION PERMIT

This is to certify that the corporation shown has paid the Alabama Department of Revenue as required by Title 40-14-21 or 40-14-22 Code of Alabama 1975. This permit is therefore issued authorizing the doing of business in the State of Alabama by said corporation for the above year and is subject to the terms and conditions of said code.

FOR THE YEAR ENDING DECEMBER 31, 1987

000000775

STARWAYS TELECOMMUNICATIONS, INC.

196 E 200TH N
SALEM

UT 846539414

Robert L. Campbell
ROBERT L. CAMPBELL
(Commissioner)

If a check has been accepted in payment of this permit and such check is not paid, THIS PERMIT IS VOID

*AUTHORITY
TO TRANSACT
BUSINESS*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 8, 1997

ALLEN K. DAVIS
STARWAYS TELECOMMUNICATIONS
196 E. 200 N.
SALEM, UT 84653

Qualification documents for STARWAYS TELECOMMUNICATIONS, INC. were filed on September 8, 1997 and assigned document number F97000004676. 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.

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 (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Hart Collins
Senior Corporate Section Administrator
Division of Corporations

Letter Number: 197A00044620

TARIFF

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff applies to the intrastate resale telecommunication services furnished by Starways Telecommunications, Inc. between one or more points in the State of Florida. This tariff is on file with the Public Service Commission of Florida and copies may be inspected, during normal business hours, at the Company's principal place of business at 196 E. 200 North, Salem, Utah 84653.

Issued: December 31, 1997

Effective Date _____

Issued By:

Thomas Mower
STARWAYS TELECOMMUNICATIONS, INC.
196 E. 200 North
Salem, Utah 84653
(801) 423-4466

CHECK SHEET

All sheets of this tariff are effective a of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

<u>SHEET</u>	<u>REVISION</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original
20	Original
21	Original
22	Original

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CONCURRING, CONNECTING OR OTHER PARTICIPATING CARRIERS

AT&T Communications of New England, Inc., MCI Telecommunications Corporation, US Sprint Communications Company, L.P.

EXPLANATION OF SYMBOLS, REFERENCE MARKS, AND ABBREVIATIONS OF TECHNICAL TERMS

The following symbols shall be used in this tariff for the purpose indicated below:

- (D) - to signify discontinued rate or regulation.
- (I) - to signify increase.
- (M) - to signify material transferred form.
- (N) - to signify new rate or regulation.
- (R) - to signify reduction.
- (T) - to signify a changed in text but no change in rate or regulation.

Glossary of Acronyms:

FLPSC	Florida State Public Service Commission.
IXC	A long distance telephone company which carries calls between LATAs
LEC	Local exchange company.
STI	Used throughout this tariff to mean Starways Telecommunications, Inc.
WATS	Wide Area Telecommunications Service. A special long distance service providing inward dialing from any phone in a specified geographical area, or outward dialing to any phone in a specified area from on specific phone.

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Effective Date: _____

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196 E. 200 North
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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 sheets 14 and 15 would be 14.1.
- B. **Sheet Revision Numbers** – Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the FLPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheets 14. Because of various suspension periods, deferrals, etc. the FLPSC follows in its tariff approval process, the most current sheet number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the sheet currently in effect.
- 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).L(i)
 - 2.1.1.A.1.(a).L(i).I
- D. **Check Sheets** - When a tariff filing is made with the FLPSC, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new page are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remain the same, just revised revision levels on some pages.) The tariff user should refer to the latest Check Sheet to find out if a particular sheet is the most current on file with the FLPSC.

Issued: December 31, 1997

Effective Date: _____

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196 E. 200 North
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SECTION I - TECHNICAL TERMS AND ABBREVIATIONS

Accounting Code -	A multi-digit code which enables a customer to allocate long distance charges to its internal accounts.
Access Line -	An arrangement which connects the Customer's location to STI switching center.
Authorized User -	A person, firm, corporation, or any other entity authorized by the Customer to communicate, utilizing the Carrier's service.
Commission -	The Florida Public Service Commission.
Company or Carrier -	Starways Telecommunications, Inc. unless otherwise clearly indicated by the context.
Customer -	The person, firm, corporation or other entity which orders, cancels amends or uses service under this tariff and is responsible for payment of charges and compliance with the Company's tariff.
Day -	Unless otherwise specified in this tariff, from 8:00 AM up to but not including 5:00 PM local time Monday through Friday.
Evening -	Unless otherwise specified in this tariff, from 5:00 PM up to but not including 11:00 PM local time Sunday through Friday.

Issued: December 31, 1997**Effective Date** _____**Issued By**Thomas Mower
STARWAYS TELECOMMUNICATIONS, INC.196 E. 200 North
Salem, Utah 84653
(801) 423-4466

SECTION I - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D)

Holidays - For the purposes of call rating*, the Company observes the following holidays (as Federally observed):

Thanksgiving Day	Christmas Day	Veterans Day
Labor Day	Columbus Day	Memorial Day
New Year's Day	Independence Day	
President's Day	Martin Luther King Day	

* Evening rates apply to all of the above Holidays

Long Distance Resale Service -

Long Distance Resale Service is a public communications service for hire, which includes providing long distance service to Customers through the resale of leased lines and services provided by multiple other common Carriers.

Night/Weekend - Unless otherwise specified in this tariff, from 11:00 PM up to but not including 8:00 AM Sunday through Friday, and 8:00 AM Saturday up to but not including 5:00 PM Sunday.

User - The calling party utilizing the services of STI and responsible for the payment of charges, unless that responsibility has been accepted by others, such as in the case of collect, third party and room charge calls.

V & H Coordinates -

Geographic points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purpose of rating calls.

Issued: December 31, 1997

Effective Date: _____

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196 E. 200 North
Salem, Utah 84653
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SECTION II – RULES AND REGULATIONS**2.1 Undertaking of STI**

- 2.1.1 STI's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this tariff. Service is provided twenty-four hours a day, seven days a week.
- 2.1.2 STI is a resale common carrier, STI's services provide intrastate long distance message telephone service to Customers for their direct transmission and reception of voice, data, and other types of communications. STI may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities (such as the local exchange carrier), when authorized by the Customer, to allow connection of a Customer's location to the STI network. The Customer shall be responsible for all charges due for such service arrangement. The Carrier agrees to dutifully abide by all Rules and Regulations as set forth by the FLPSC.
- 2.1.3 The Customer's monthly charge for services are based upon the total time the Customer actually uses the service. For billing purposes, calls are rounded up to the next full billing increment, one minute for Residential and six seconds for Business Service. Minimum call duration time for Residential is one minute and for Business Service is thirty seconds. 800 Service and Travel Service billing increments are the same as the service associated with and contracted for, Business or Residential Service.
- 2.1.4 The rates and regulations contained in this tariff apply only to the services furnished by STI and do not apply, unless otherwise specified, to the lines facilities, or services provided by a local exchange telephone company or other common carrier for use in accessing the services of STI

2.2 Initial Contract Period and Termination of Service by Customer

- 2.2.1 Contract Periods – The initial contract period for service and facilities is thirty (30) days.
- 2.2.2 Termination by Customer – Service may be canceled at any time by a Customer taking switched services. A Customer taking dedicated WATS or Point-to-Point services may cancel service on not less than thirty (30) days prior written notice to Carrier.

Issued: December 31, 1997**Effective Date:** _____**Issued By:**

Thomas Mower
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196 E. 200 North
Salem, Utah 84653
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SECTION II - RULES AND REGULATIONS, (CONT'D)**2.3 Obligation of Customer**

2.3.1 The customer will assume responsibility for all usage and service billed.

2.4 Limitations

2.4.1 Service is offered subject to the availability of the necessary facilities and equipment, or both facilities and equipment, and subject to the provisions of this tariff.

2.4.2 STI reserves the right to discontinue or limit service when necessitated, per Florida Commission Rules and with twenty-four hours notice, by the conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.

2.4.3 With the exception of shared tenant services, all facilities and services provided under this tariff are directly or indirectly controlled by STI and the Customer may not transfer or assign the use of service or facilities without the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

2.4.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.

2.5 Use

2.5.1 Services provided under this tariff may be used for any lawful purpose for which the service is technically suited.

2.6 Liability of Carrier

2.6.1 Liability of the Carrier for damages arising out of mistakes, omissions, interruptions, delays or errors or defects in the transmission occurring in the course of furnishing service, channels or other facilities and not caused by the negligence of the Customers, commences upon activation of service and in no event exceeds an amount equivalent to the proportionate charge to the Customer for the period of service during which such mistakes, omissions, interruptions, delays or errors or defects in the transmission occur, or as otherwise determined in a court of law. For the purposes of computing such amount a month is considered to have thirty (30) days.

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SECTION II - RULES AND REGULATIONS (CONT'D)**2.6 Liability of Carrier, (cont'd)**

- 2.6.2 In no event will Carrier be responsible for consequential damages or lost profits suffered by Customer on account of interrupted or unsatisfactory service unless Carrier is found to have been grossly negligent.
- 2.6.3 The Carrier is not liable for any act or omission of any other company or companies furnishing a portion of the service. No agents or employees of other carriers shall be deemed to be agents or employees of the Carrier.
- 2.6.4 The Carrier shall not be liable for and the Customer indemnifies and holds the Carrier harmless from any and all loss, claims, demands, suites, or other action, or any liability whatsoever, whether suffered, made, instituted or asserted by the Customer or by any other party or persons, for any personal injury to, or death of, any person, or persons, and for any loss, damage, defacement or destruction of the premises of the Customer or any other property whether owned by the Customer or others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, Act of God, fire, war, civil disturbance, or act of government which is not the direct result of the Carrier's control or negligence.

2.7 Responsibilities of the Customer

- 2.7.1 The Customer is responsible for compliance with the applicable regulations set forth in this tariff.
- 2.7.2 The Customer is responsible for placing any necessary orders, for complying with tariff regulations, and for assuring that users comply with tariff regulations. The Customer shall ensure compliance with any applicable laws, regulations, orders or other requirements (as they exist from time to time) of any governmental entity relating to services provided or made available by the Customer to end users. The Customer is also responsible for the payment of charges for calls originated at the Customer's numbers which are not collect, third party, calling card, or credit card calls.

Issued: December 31, 1997**Effective Date** _____**Issued By:**

Thomas Mower
STARWAYS TELECOMMUNICATIONS, INC.
196 E. 200 North
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SECTION II - RULES AND REGULATIONS, (CONT'D)**2.7 Responsibilities of the Customer, (cont'd)**

2.7.3 The Customer shall ensure that Customer's terminal equipment and/or system is properly interfaced with STI's facilities or services, that the signals emitted into STI's network are of the proper mode, bandwidth, power, and signal level for the intended use of the Customer and in compliance with the criteria set forth in this tariff, and that the signals do not damage equipment, injure personnel, or degrade service to other Customers.

2.8 Restoration of Service

2.8.1 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.

2.9 Discontinuance of Service

2.9.1 Without incurring liability STI may discontinue services to a Customer or may withhold the provision of ordered or contracted services, subject to the procedures set forth in 2.9.3, under any of the following conditions:

2.9.1A For nonpayment of any sum due STI for more than thirty days after issuance of the bill for the amount due.

2.9.1B For periods of account inactivity in excess of sixty days.

2.9.1C In the event that the Customer supplied false or inaccurate information of a material nature in order to obtain service.

2.9.1D For violation of any of the provisions of this tariff.

2.9.1E For the use of foul or profane expressions, the impersonation of another with fraudulent intent, or of any other violation of the Communications Act of 1934, as amended, or of the rules and regulations of the Federal Communications Commission.

Issued: December 31, 1997

Effective Date: _____

Issued By:

Thomas Mower
STARWAYS TELECOMMUNICATIONS, INC.
196 E. 200 North
Salem, Utah 84653
(801) 423-4466

SECTION II - RULES AND REGULATIONS, (CONT'D)**2.9 Discontinuance of Service, (cont'd)**

2.9.1F For violation of any law, rule, regulation or policy of any governing authority having jurisdiction over STI's services, or

2.9.1G By reason of any order of decision of a court, business service commission or federal regulatory body or other governing authority prohibiting STI from furnishing its services.

2.9.1H For the use of telephone service for any other property or purpose than that described in the contract.

2.9.2 STI may discontinue service without notice for any of the following reasons:

2.9.2A If a Customer or Customer causes or permits any signals or voltages to be transmitted over STI's network in such a manner as to cause a hazard or to interfere with STI's service to others.

2.9.2B If a Customer or user uses STI's services in a manner to violate the law.

2.9.3 Procedures for discontinuance of existing service:

2.9.3A In all other circumstances, STI will provide the Customer with written notice stating the reason for discontinuance, and will allow the Customer not less than 10 days to remove the cause for discontinuance. In cases of non-payment of charges due, the Customer will be allowed at least five days, excluding Sundays and holidays, to make full payment of all undisputed charges, and in no event will service be discontinued on the day preceding any day on which STI is not prepared to accept payment of the amount due and to reconnect service.

2.10 Interruption of Service

2.10.1 Without incurring liability, STI 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 STI equipment and facilities and may continue such interruption until any items of non-compliance or improper equipment operation so identified are rectified.

Issued: December 31, 1997**Effective Date: _____****Issued By:**

Thomas Mower
STARWAYS TELECOMMUNICATIONS, INC.
196 E. 200 North
Salem, Utah 84653
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SECTION II – RULES AND REGULATIONS, (CONT'D)**2.10 Interruption of Service, (cont'd)**

2.10.2 Service may be discontinued by STI without notice to the Customer, by blocking traffic to certain countries, cities, or NXX exchanges, or by blocking calls using certain customer authorization codes, when STI deems it necessary to take such action to prevent unlawful use of its service. STI will restore service as soon as it can be provided the customer affected and assign a new authorization code to replace the one that has been deactivated.

2.10.3 Credit allowances for interruptions of service which are not due to the Carrier's testing or adjusting, to the negligence of the Customer, or failure of channels, equipment or communication systems provided by the Customer, are subject to the general liability provisions set forth in Section 2.6 herein. It shall be the obligation of the Customer to notify Carrier immediately of any interruption of service for which a credit allowance is desired by Customer. Before giving such notice, Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any furnished by Customer and connected to Carrier's terminal. Interruptions cause by Customer-provided or Carrier's-provided automatic dialing equipment are not deemed an interruption of service as defined herein since the Customer has the option of using the long distance network via local exchange company access.

2.11 Termination by Customer

2.11.1 Customer may cancel service by providing thirty days written notice to STI.

2.12 Customer's Liability in the Event of Denial or Disconnection of Service

2.12.1 In the event Customer's service is denied or disconnected by the Carrier for any of the reasons stated in section 2.9, Customer shall be liable for all unpaid charges due and owing to Carrier.

2.13 Reinstitution of Service

2.13.1 If Customer seeks reinstatement of service following disconnection of service by Carrier, Customer shall pay to Carrier prior to the time service is reinstated (1) all accrued and unpaid charges and (2) a new connection fee of \$25.00.

Issued: December 31, 1997

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SECTION II – RULES AND REGULATIONS, (CONT'D)**2.14 Advanced Payment**

2.14.1 The Company will not collect advance payments.

2.15 Authorization to Obtain Credit Information

2.15.1 Carrier reserves the right to require all Customers to establish credit-worthiness to the reasonable satisfaction of Carrier. Upon application for service, Customer shall be deemed to have authorized Carrier to obtain such routine credit information and verification as Carrier shall require in accordance with its then existing credit policies. All criteria and methods used in the acquisition and assessment of credit related information shall be consistent and uniform for all applicants or Customers.

2.16 Description of Payment and Billing Periods

- 2.16.1 Charges for services are applied on a recurring and non-recurring basis. Service is provided and billed on a monthly basis until canceled by the customer in writing on not less than thirty (30) days notice.
- 2.16.2 Billing will be payable upon receipt and past due 15 days after issuance.
- 2.16.3 Charges are based on actual usage during a month and will be billed monthly in arrears.
- 2.16.4 The Customer is responsible for the payment of ALL charges for service and equipment provided to the Customer. This applies to Customers where the provision of service Carrier includes the use of authorization (access) codes. The Customer agrees to pay to Carrier ANY cost incurred as a result of ANY DELEGATION OF AUTHORITY resulting in use of his/her authorization codes.
- 2.16.5 Where a Customer, e.g. an employer, provides the use of authorization codes to his/her employees, or where the Customer, e.g. a family member, provides the use of authorization codes to his/her family relations or friend, guest, etc., the Customer agrees to pay to Carrier ANY cost incurred as a result of these uses of the authorization codes

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Effective Date: _____

Issued By:

Thomas Mower
STARWAYS TELECOMMUNICATIONS, INC.
196 E. 200 North
Salem, Utah 84653
(801) 423-4466

SECTION II - RULES AND REGULATIONS, (CONT'D)**2.17 Deposit**

2.17.1 The company will not collect deposits from customers in the State of Florida.

2.18 Taxes

2.18.1 All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.

2.19 Right to Backbill for Improper Use of Carrier's Service

2.19.1 Any person or entity which uses, appropriates or secures the use of services from Carrier, whether directly or indirectly, in any unlawful manner or through the providing of any misleading or false information to Carrier and which use, appropriation, or securing of services is inconsistent with the stated uses, intents, and purposes of this tariff or any restrictions, conditions, and limitations stated herein, shall be liable for an amount equal to the accrued and unpaid charges that would have been applicable to the use of Carrier's services actually made by Customer. In addition, Carrier shall be entitled to recover an amount equal to a late payment fee of 1.5 percent per month for the period(s) for which such charges would have been payable.

2.20 Returned Checks

2.20.1 If Company receives a check from a Customer in payment for service rendered or for any other reason of indebtedness and which is returned from the bank due to insufficient or uncollected funds, closed account, apparent tampering, missing signature or endorsement, or for any other reason, Company shall apply a service charge after Customer has been forwarded a notice of same five days in advance as follows:

Per Returned Check: 5% or fifteen dollars, which ever is greater.

2.20.2 The charge shall be applied to Customer's monthly billing, in addition to any other charges which may apply under this tariff.

2.20.3 Payment rendered by check, which is subsequently dishonored shall not constitute payment until such time as repayment is made by valid means.

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SECTION II - RULES AND REGULATIONS, (CONT'D)**2.21 Customer Service**

2.21.1 In the event that the customer is experiencing a service problem, the local telephone company will refer the customer to STI. Questions regarding billing can also be directed to STI's Customer Service Department in Salem, Utah by dialing their toll free number, (888) 211-7587. Credits to customer accounts will be applied on the next STI bill.

2.22 Promotional Offerings

2.22.1 The Company may, from time to time, make promotional offerings to enhance the marketing of its services. These promotions will be approved by the FLPSC with specific starting and ending dates and under no circumstances run for longer than 90 days in any 12 month period.

2.23 Emergency Calls

2.23.1 Message toll telephone calls, to governmental emergency service agencies as set forth in (a) following, having primary or principal responsibility with respect to the provision of emergency services to persons and property in the area from which the call is made, meeting the definition and criteria of an emergency call as set forth in (b) following, are offered at no charge to customers.

2.23.1.A Governmental fire fighting, State Highway Patrol, police and emergency squad service (as designated by the appropriate governmental agency) qualify as governmental emergency service agencies provided they answer emergency service calls on a personally attended (live) twenty-four (24) hour basis, three hundred sixty-five days a year, including holidays.

2.23.1B An emergency is an occurrence or set of circumstances in which conditions pose immediate threat to human life and/or property and necessitate that prompt action be taken. An emergency call is an originated call of short duration to a governmental emergency service agency in order to seek assistance for such an emergency.

2.23.1C **Emergency Shortage of Facilities:** The Carrier reserves the right to limit the length of conversations in times of emergency if a shortage of facilities occurs.

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SECTION III - DESCRIPTION OF SERVICES**3.1 General Description of Service**

- 3.1.1 STI resells facilities-based interexchange (IXC) carrier services including, but not limited to, access, switching, transport, termination, Feature Group D and other services for the direct transmission and reception of voice, data, and other types of communications.
- 3.1.2 Customer's monthly charges for Carrier service are based on the total time Customer actually uses the service.
- 3.1.3 STI's services are offered to Customers on a monthly basis.
- 3.1.4 STI's services are offered to Customers twenty-four hours a day.
- 3.1.5 All service shall remain in effect for a minimum of thirty days.
- 3.1.6 STI's underlying carriers include, but are not limited to AT&T Communications of New England, Inc., US Sprint Communications Company, L.P.
- 3.1.7 Customers may use accounting codes to identify the Customers or user groups on an account. The numerical composition of the codes shall be set by Company to assure compatibility with the Company's accounting and billing systems and to avoid the duplication of codes.

3.2 Service Options

- 3.2.1 **STI Residential Service:** A one-way multi-point service whereby the subscriber originates and terminates calls via residential telephone lines. Subscribers switch on through Equal Access Dialing procedures.
- 3.2.2 **STI Business Service:** A one-way multi-point service whereby the user originates and terminates calls via business telephone lines.
- 3.2.3 **STI Travel Service:** Customers may request from STI a Travel Card for use in accessing the STI network of carrier services when away from business telephones. Customer dials the appropriate carrier access number sequence specified on the Customer's STI Travel Card.

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SECTION III - DESCRIPTION OF SERVICES, (CONT'D)**3.2 Service Options. (cont'd)**

3.2.4 STI 800 Service: STI's 800 service is available twenty-four hours a day, seven days a week. Service is provided by STI's underlying carries. Incoming calls from the STI network terminate at the Customer premises via special access or business line termination.

3.2.5 Directory Assistance: The underlying carrier provides service to STI to offer directory assistance services which the Customer may access by dialing area code plus 555-1212. Customer will be billed for such service by STI.

3.3 Calculation of Distance

3.3.1 Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated associated with the with the originating and terminating points of the call.

3.3.2 The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. STI uses vertical and horizontal coordinates produced by Bell Communications Research in their NPA-NXX V & H coordinates tape and Bell's NECA tariff No. 4.

3.3.2.A FORMULA:

$$\sqrt{\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}}$$

3.4 Service Area

3.4.1 The service area of Carrier includes all points in Florida, including all major metropolitan areas.

3.5 Minimum Call Completion Rate

3.5.1 Customers can expect a call completion rate of 99% during peak use periods for all Feature Group D Equal Access 1+ services. The call completion rate is calculated as the number of calls completed (including calls completed to a busy line or to a line which remains unanswered by the called party) divided by the number of calls attempted.

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SECTION IV - RATES

4.1 STI Residential Service

4.1.1 Residential Service provides facilities to complete toll calls between two points in Florida. The maximum rates* are: (All zero minus traffic will be routed to the LEC)

	Plan "A"	Plan "B"	Plan "C"	Plan "D"	Plan "E"
Flat Rate	Per Minute - Initial and Additional				
All Times	\$0.2030	\$0.1830	\$0.1620	\$0.1420	\$0.1320

*** Above rates are rounded and billed in one minute increments following an initial one minute minimum.

4.2 STI Business Service

4.2.1 Business Service provides facilities to complete toll calls between two points in Florida. The maximum rates* are: (All zero minus traffic will be routed to the LEC)

	Plan "A"	Plan "B"	Plan "C"	Plan "D"	Plan "E"
Flat Rate	Per Minute - Initial and Additional				
All Times	\$0.2030	\$0.1830	\$0.1620	\$0.1420	\$0.1320

*** Above rates are rounded and billed in one minute increments following an initial one minute minimum.

4.2.1.A Accounting Code Charges:
\$5.00 per month or \$0.20 per month per validated code number, whichever is greater.

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SECTION IV - RATES, (CONT'D)

- 4.3 **STI Travel Service**
4.3.1 From origination to termination, the maximum rates are the same as the underlying service contracted for plus. An \$0.85 per call charge will be added to the regulated rates.
- 4.4 **STI 800 Service**
4.4.1 From origination to termination, the maximum rates are the same as the underlying service contracted for plus: A monthly \$20.00 exclusive 800 number charge.
- 4.5 **Nonrecurring Charges**
- | | |
|---|---------|
| 4.5.1 Residential and/or Business Service
Service Origination: | \$50.00 |
| 4.5.2 800 Service
Service Origination: | \$50.00 |
| 4.5.3 Travel Service
Service Origination: | \$50.00 |
| 4.5.4 Accounting Code Charges
Set-up and/or change: | \$20.00 |
- 4.6 **Directory Assistance**
4.6.1 There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving individuals with disabilities. The Company shall charge \$0.65 for every call in excess of fifty (50) within a billing cycle.
- 4.7 **Discounts for Hearing Impaired Customers**
4.7.1 A telephone toll message which is communicated using a telecommunications device for the deaf (TDD) by properly certified hearing or speech impaired persons or properly certified business establishments or individuals equipped with TDDS for communicating with hearing or speech impaired persons
- 4.8 **Telecommunications Relay Service**
4.8.1 For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted 60 percent off of the other wise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

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SECTION IV - RATES, (CONT'D)

4.9 Time of Day Rate Periods

4.9.1 The appropriate rates apply for day, evening and night/weekend calls based on the following chart:

	MON	TUES	WED	THUR	FRI	SAT	SUN
8:00 AM TO 5:00 PM*	Daytime Rate Period						
5:00 PM TO 11:00*							
11:00 PM TO 8:00 AM*	Night/Weekend Rate Period						

* to but not including.

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Telecom Tariff Consultants

Kott Enterprises, Inc.

PO Box 14062, Ft. Lauderdale, Florida 33302
Tel: (954) 764-5093 Fax: (954) 764-0840

Cynthia D. Kott, President
Loren R. Kott, Vice President
Alison Kacurov, Administrative Assistant

December 31, 1997

DEPOSIT

DATE

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

D682**

JAN 05 1998

RE: Starways Telecommunications, Inc.

Dear Sir / Madam:

Enclosed please find an original and six (6) copies of the Application to Provide Interexchange Telecommunications Service within the State of Florida and Tariff on behalf of the above referenced long distance reseller.

You will also find enclosed, Starways' check made payable to the Florida Public Service Commission in the amount of \$250.00 to cover the filing fee costs.

Any inquiries regarding this application and its contents may be directed to the undersigned.

For purposes of verification of receipt I have enclosed an additional copy of this transmittal letter as well as a SASE. Please date stamp and return to me.

1612

STARWAYS
TELECOMMUNICATIONS INC.

PO Box 651 • Salem, UT 84653-0651
Fax/Order (800) 998-7227

ZIONS FIRST NATIONAL BANK
SPANISH FORK, UT 84680 00001612
31-5/1240 31

**** TWO HUNDRED FIFTY & 00/100 DOLLARS

DATE

AMOUNT

10/16/97 *****\$250.00

PAY
TO THE
ORDER
OF

Florida PUC

Thomas M. Flower

STATE OF FLORIDA

Commissioners:
JULIA L. JOHNSON, CHAIRMAN
J. TERRY DEASON
SUSAN F. CLARK
JOE GARCIA
E. LEON JACOBS, JR.



DIVISION OF RECORDS & REPORTING
BLANCA S. BAYO
DIRECTOR
(850) 413-6770

Public Service Commission

January 7, 1998

Cynthia D. Kott
Telecom Tariff Consultants
Post Office Box 14062
Ft. Lauderdale, Florida 33302

Re: Docket No. 980020-T1

Dear Ms. Kott:

This will acknowledge receipt of an application for certificate to provide interexchange telecommunications service by StarWays Telecommunications, Inc., which was filed in this office on January 5, 1998 and assigned the above-referenced docket number. Appropriate staff members will be advised.

Mediation may be available to resolve any dispute in this docket. If mediation is conducted, it does not affect a substantially interested person's right to an administrative hearing. For more information, contact the Office of General Counsel at (850) 413-6078 or FAX (850) 413-6079.

Please make notes as well that Commission Rule 25-22.005(7), F.A.C., requires certificated companies to notify the Commission of any changes in name, telephone, address, or contact person. Should your application be granted by the Commission, you will be expected to comply with this rule by advising us of any changes as they occur.

Division of Records and Reporting
Florida Public Service Commission