

July 16, 1998 Overnight

980905-TX

 210 N. Park Ave.

 Winter Park, FL

 32789

 Division of Records and Reporting 2540 Shumard Oaks Boulevard

 P.O. Drawer 200

 Winter Park, FL

 32790-0200

RE:

Tel: 407-740-8575 Fax 407-740-0613 tmi@tminc.com

Initial Alternative Local Exchange Carrier Application and Interexchange Carrier Application of ACI Corp. doing business as Accelerated Connections, Inc.

Dear Records and Reporting:

Enclosed for filing are the original and twelve copies of each of the above referenced applications of ACI Corp. doing business as Accelerated Connections, Inc. The applicant is seeking authority to provide local exchange services in Florida.

Also enclosed is our check in the amount of \$250 for the filing fee. Questions pertaining to this application or tariff should be directed to my attention at (407) 740-8575.

The financial information submitted with registration are submitted in a separate envelope labeled Proprietary and Confidential. The company is a privately held corporation and disclosure of its financial information to parties other than staff members who need the information to evaluate this application could be detrimental to its competitive position in the market place. If there is any reason why this request for confidentiality cannot be honored, please notify the company prior to releasing the information with sufficient notice so as to allow the company to avail itself of other procedural options.

Under separate cover, the applicant will file its interexchange application and tariff.

MAILROOM SERVICE CONTENTION FLORID CONTENTION FLORID CONTENTION FLORID CONTENTION Check received with tiling and forwarded to Fiscal for deposit. Fillenting for the depy of check to and cyling poor of deposit.

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Florida Application July 16, 1998 page 2

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose. Thank you for your assistance.

Sincerely, Connie Wightman Consultant to ACI Corp.

cc: Elise Kiely Joe D'Angelo

file: ACI - FL ALEC

FLL9800

FLORIDA PUBLIC SERVICE COMMISSION Division of Communications, Certification & Compliance Section 2450 SHUMARD OAK BOULEVARD TALLAHASSEE, FLORIDA 32399-0850 (904) 413-6600

APPLICATION FORM

for

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

INSTRUCTIONS

- 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.
- 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.
- Any questions regarding completion, contact above.
- Once completed, submit the original and six (6) copies of this form along with a nonrefundable application fee of \$250 made payable to the Florida Public Service Commission at the above address.





APPLICATION FORM FOR AUTHORITY TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICE WITHIN THE STATE OF FLORIDA

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

- (X) Original authority (new company)
- Approval of transfer (to another certificated company) <u>Example</u>: a certificated company purchases an existing company and desires to retain the original certificate authority.
- () Approval of assignment of existing certificate (to a noncertificated company) <u>Example</u>: 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) <u>Example</u>: a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.
- 2. Name of applicant:

ACI Corp. doing business as Accelerated Connections, Inc.

3. A. National Mailing Address including street name, number, post office box, city, state, zip code and phone number.

Street:	7337 South Revere Parkway
PO Box	
City:	Englewood
State:	Colorado
Zip	33414
Phone:	(303) 476-4200

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

Street:	7337 South Revere Parkway
PO Box	
City:	Englewood
State:	Colorado
Zip	33414
Phone:	(303) 476-4200





C. Physical Address of alternative local exchange service in Florida including street name, number, post office box, city, state, zip code and phone number.

Street:7337 South Revere ParkwayPO BoxCity:EnglewoodState:ColoradoZip80112Phone:(303) 476-4200

- 4. Structure of organization:
 - () Individual
 () Corporation

 (X) Foreign Corporation
 () Foreign Partnership

 () General Partnership
 () Limited Partnership

 () Joint Venture
 () Other
- If incorporated, please provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: 898A00028952 Taxpayer Identification #

Please see Exhibit I for a copy of the Articles of Incorporation.

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

Accelerated Connections, Inc.

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

Fictitious name registration number: Not applicable.

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

Not applicable.

 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.

No officer, director or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime. No such action may result from a pending proceeding.





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

Application contact:

Name:	Connie Wightman	Jeffrey Blumenfeld
Title:	Consultant	Blumenfeld & Cohen
P.O. Box:	P.O. Drawer 200	1615 M Street NW, #700
City:	Winter Park	Washington
State:	Florida	DC
Zip:	32790-0200	20036
Phone:	(407) 740-8575	(202) 9556300
Fax:	(407) 740-0613	(202) 955-6460
Internet Address:	cv/ightman@tminc.com	

Ongoing Liaison:

Name:	Joseph R. D'Angelo
Title:	Vice President-General Manager, Eastern Region
P.O. Box:	
Street:	7337 South Revere Parkway
PO Box	
City:	Englewood
State:	Colorado
Zip	80112
Phone:	(303) 476-4200
Facsimile:	
Internet Address:	

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

ACI has applied for authority, or is in the process of applying for authority, to provide these same services in MI, NJ, OR, PA, and WA. The Applicant has been approved to provide these services in IL, MD, MA, CA, NY and VA.No application has been denied.

12. Has the applicant been denied certification in any other state?

Yes() No(X) If so, please list the state and reason for denial.

Have penalties been imposed against the applicant in any other state:

Yes() No(X) If so, please list the state and reason for penalty.

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

Customers may call the company by calling its toll free number which will be listed on the bill. The subscribers may also write to the company at the headquarters address, 7337 South Revere Parkway, Englewood, Colorado 33414

- 15. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange service in Fiorida.
 - A. Financial capability (Exhibit II)

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements, including:

- 1. the balance sheet
- 2. Income statement
- 3. statement of retained earnings for the most recent 3 years

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 statement should then be signed by the applicant's chief executive officer and chief financial officer. The signature should affirm that the financial statements are true and correct.

B. Managerial capability

See Exhibit III

C. Technical capability

See Exhibit IV

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:

paugener Angel Jøseph R. D'Angelo

Date: ______

 Title:
 Vice President-General Manager, Eastern Region

 Address:
 7337 South Revere Parkway

Englewood, Colorado 33414

Phone:

(303) 476-4200

AC! Corp. d/b/a Accelerated Connections, Inc.

EXHIBIT II

FINANCIAL CAPABILITY

A Statement of Financial Capability and the financial statements covering the company's existence are submitted in support of the Applicant's financial ability to provide the proposed service.

ACI Corp. d/b/a Accelerated Connections, Inc. Supplemental Financial Information

 Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.

ACI is well positioned to succeed in the rapidly changing telecommunications market, and has the financial resources necessary to operate as a local exchange and interexchange provider of both high-speed data and voice services in the state. ACI plans an aggressive service roll out to meet residential and business consumer demand for innovative telecommunications services, particularly high-speed data services, and voice services as demanded by customers. The proposed initiation of services in the state requires a significant investment by Applicant, and it is intended that the investment required will be contributed by Applicant's corporate parent and funded out of such parent's current capitalization and operations. The primary source of funding for such parent is investments by private and institutional investors. While not reflected in the 1997 audited financial statements, ACI's parent company recently received \$150 million in funding through a public debt offering. ACI is a privately held company and its financial information is proprietary in nature. Because the financial statements relating to ACI are confidential and contain proprietary information, they will be submitted under separate cover to the Commission, and are not to be made a part of the public record. Such financial statements will demonstrate that ACI will have access to all funds needed to provide its proposed services in the state. Such financial statements are in accordance with Generally Accepted Accounting Principles.

As demonstrated herein, ACI Corp. d/b/a Accelerated Connections, Inc. has the financial resources and financial management skills to provide Alternative Local Exchange Service in Florida.

 Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.

Please see response to question #1.

 Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

Please see response to question #1.

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.

ACI Corp. d/b/a Accelerated Connections, Inc.

EXHIBIT III

EXECUTIVE BIOGRAPHIES

ACI Corp. d/b/a Accelerated Connections, Inc. Executive Biographies

Catherine M. Hapka

President and CEO

Catherine M. Hapka, President and CEO, was formerly Executive Vice President of U S WEST Communications, Inc., where she led business and consumer telecommunications units re-ponsible for the voice, data, wireless, video and long distance businesses accountable for \$7.5 billion in revenues, with a staff of 12,000 employees serving more than 25 million customers. She directed all of U S WEST's marketing, sales, regulatory and customer service operations.

Ms. Hapka previously spearheaded the start-up and expansion of the INTERPRISE Networking Services Unit of U S WEST, the most successful data networking unit ever launched in a Regional Bell Operating Company. Within four years, Interprise posted annual sales of more than \$40C million and became the seventh largest network integrator in the U.S. In that role, Ms. Hapka forged early industry-leading partnerships with 15 best-of-breed hardware and software manufacturers, including Cicso, 3COM, Cascade, Sun, Microsoft, Netscape, NewBridge, Ascend and Motorola. Prior to joining U S WEST, Ms. Hapka held general management positions with GE and McKinsey and Co., Inc.

James A. Greenberg

Vice President of Operations

James A. Greenberg, Vice President of Operations, came to ACI Corp. d/b/a Accelerated Connections, Inc. from his previous position as senior director and interim vice president of Sprint Communication's Data Operations and Engineering Group. In that capacity, he directed the design, planning, operation and construction of Sprint's data networks—and was a principal architect in scaling Sprint's data networking business' growth from a multimillion to a multibillion-dollar business.

Mr. Greenberg also led initiatives to introduce and eventually claim market leadership positions in frame relay, ATM, IP and managed retwork services, and commanded operation over its 75,000 + active nodes, 120,000 in-service circuits, and five nationwide Network Operations Centers. He was also instrumental in the award, design and construction of Sprint's network for America OnLine, the largest private Internet network in the world. **Executive Biographies, continued**

Joseph R. D'Angelo

Vice President-General Manager, Eastern Region

Joseph R. D'Angelo, Vice President-General Manager responsible for ACI's Eastern Region, previously served as a Director of Sprint Business reporting directly to the President. During his career at Sprint Corp., he succeeded in positions in marketing, sales, business development and general management.

Most recently, Mr. D'Angelo led the acquisition and integration of a \$40 million international, data networking company from France Telecom and Deutsche Telekom with 125 employees in eleven countries providing data communications to thirty major accounts and business custoemrs in thirty-five countries. Formerly, when reporting directly to the President of the Long Distance Division, he led the strategic initiative to accelerate the portfolio's revenue and market share growth, which resulted in the reorganization of the market-facing units to achieve greater scale and simplify interaction with customers; the reengineering of the product development process to speed-up innovation and improve prioritization; and the implementation of a resource allocation process to prioritize capital investment in the portfolio based on revenue and EVA growth.

Prior to starting his career in telecommunications, Mr. D'Angelo specialized in leveraged buyouts and complex financial transactions at a private merchant bank on Wall Street.

Eric H. Gels

Secretary/Treasurer

Eric H. Geis, Secretary/Treasurer, was formerly President and CEO of Quintessential Solutions, a provider of WAN design, pricing and optimization software applications for IXC, RBOC, ILEC, ISP and major corporate accounts, where he achieved profitability in record time.

Mr. Geis was also Founder, President and CEO of TeleQuest, Inc., a telecom products company that completed a successful IPO, underwritten by SalomonBrothers and Hambrecht & Quist. Previously, he held senior management positions with American Telecommunications, Corp., including Director of Product and Strategic Planning, and CENTEL (now Sprint), including Director of New Business Studies and Division Sales Manager.

ACI Corp. d/b/a Accelerated Connections, Inc.

EXHIBIT IV

TECHNICAL CAPABILITY

ACI Corp. d/b/a ACCELERATED CONNECTIONS, INC. TECHNICAL CAPABILITY

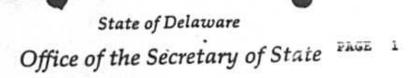
The members of ACI's senior management team have extensive management and telecommunications experience. ACI is guided by a sophisticated and highly able management team that includes individuals who have distinguished themselves over the past two decades in executive positions at the top communications firms in America, including US West and Sprint. The senior management team has extensive business, technical, operational and regulatory telecommunications experience, and has been instrumental in the design, implementation and operation of several telecommunications networks. Every level of Applicant's management team comprises individuals who have significant communications experience and who are dedicated to providing the highest quality service to meet customer needs. ACI possesses considerable telecommunications expertise and is well qualified to provide both data and voice local exchange and interexchange services in Florida.

The profiles of key personnel provided in Exhibit III of this application provide further evidence of the company's technical capability to provide local services.

ACI Corp. d/b/a Accelerated Connections, Inc.

EXHIBIT I

ARTICLES OF INCORPORATION



I, EDWARD J. FREEL, SECRETARY CF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ACCELERATED CONNECTIONS, INC.", VILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.



2723205 B100 981109943 AUTHENTICATION: 9013787 DATE: 04-06-98

Edward J. Freel, Secretary of State

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AN 02/31/1991 \$11046092 - 1123205

CERTIFICATE OF INCORPORATION OF ACCELERATED CONNECTIONS, F.IC.

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FIRST: The name of the corporation is Accelerated Connections, Inc.

SECOND: The address of the corporation's registered office in the State of Delaware is 30 Old Rudnick Lans, City of Dover, County of Kent 19901. The name of its registered agent at such address is CorpAmerica, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares which the corporation shall have authority to issue is 1,000,000 shares of capital stock, and the par value of each such share is 5.001 per share.

FIFTH: The name and mailing address of the incorporator is Liss A. McQuen, Suite 1300, 550 West C Street, San Diego, California 97101.

SDCIH: The corporation shall have perpetual existence.

make, alter or repeal bylaws of the corporation, but the stockholders may make otherwise -additional bylaws and may alter or repeal any bylaw whether adopted by them or SEVENTH: The Board of Directors of the corporation is expressly authorized to

EIGHTH: Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the corporation.

NINTH: To the fullest extent permitted by the General Corporation Law of Delaware, a director of the corporation shall not be liable to the corporatiou or its stockholders for monetary damages for breach of fldudary duty as a director.

TENTH: Each person who is or was a director or officer of the corporation (including the beirs, executors, administrators or estate of such person) shall be indemnified by the corporation as of right to the fullest estant permitted or authorized by the General Corporation Law of Delaware against any liability, cost or expense asserted against such director or officer and incurred by such director or officer in any cost or expense. such person's capacity as a director or officer, or arising out of any such person's status as a director or officer. The corporation may, but shall not be obligated to, maintain nsurance, at its expense, to protect itself and any such person against any such liability. The corporation may, but shall not be obligated to, maintain

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 22, 1098

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CT CORPORATION SYSTEM

Qualification documents for ACI CORP. doing business in Florida as ACCELERATED CONNECTIONS, INC. were filed on May 21, 1998 and assigned document number F98000002916. 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.

Jennifer Sindt Document Examiner Division of Corporations

Letter Number: 898A00028952

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

. Delaware 3. 84-1452765		
(State or country under the law of which it is incorporated) (FEI number, if	(FEI number, if applicable)	
February 18, 1998 5. Perpetual (Duration: Year corp. will cease to exist or "	*perpet	ual")
(Date of incorporation) (Duration: Year corp. will cease to exist of		
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))		DI
	AH BE	SEC:
- 7737 South Revere Parkway, Englewood, Colorado 80122-3931	98 HAY 21	E INE
(Current mailing address)	AN 8:	100
3. The purpose of this corporation is to provide telecommunication service (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)		-
Name and street address of Florida registered agent:		
Name: O T Composition System		
Name: a m Composition System		
Name: <u>C T Corporation System</u> <u>C/O C T Corporation System</u> Office Address: <u>Inland Road</u> <u>Plantation</u> , Florida, <u>13324</u> <u>(Zip Code)</u> 10. Registered agent acceptance: Having been named as registered agent and to accept service of process for the above stated corpord designated in this application. I hereby accept the appointment as registered agent and agree to acc designated in this application. I hereby accept the appointment as registered agent and agree to acc designated in this application. I hereby accept the appointment as registered agent and agree to acc		
Name: <u>C T Corporation System</u> <u>C/O C T Corporation System</u> , 1200 South Pine Office Address: <u>Imland Road</u> Plantation, Florida, <u>33324</u>		

(Registered agent's signature) (Officer)

M.T. Fitzpatrick, Assistant Secretary (Type Name and Title of Officer)

(FL - 2189 - 11/16/94)

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

3	Chairman:		
	Address:		
	Vice Chairman:		
	Address:		
	Director: See attached list of directors	90	S
	Address:	12 AVII 86	ECHE IA
	Director:	23	ALC: NOT
	Address:	8:31	WIE .
OFF	ICERS		
	President: see attached list of officers		
	Address:		
	Vice President:		
÷.	Address:		
	Secretary:		
	Address:		

Β.

Treasurer:	
Address:	

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

13. Chairman, or any officer listed in number 12 of the

(Signature application) an.

14. Eric Geis. Secretary (Typed or printed name and canacity of person signing application)

Appendix to Florida Application by Fgn. Corp. for Authorization to Transact Business in Florida

Directors of ACI Corp.

- Catherine Hapka 7737 South Revere Parkway Englewood, Colorado 80122-3931
- James Greenberg 7737 South Revere Parkway Englewood, Coloradc 80122-3931
- Jeffrey Blumenfeld
 7737 South Revere Parkway
 Englewood, Colorado 80122-3931

SECRETARY OF SWIT

Appendix to Florida Application by Fgn. Corp. for Authorization to Transact Business in Fiorida

> Officers of ACI Corp.

- Catherine Hapka, President and Chief Executive Officer 7737 South Revere Parkway Englewood, Colorado 80122-3931
- James Greenberg, Vice President Operations 7737 South Revere Parkway Englewood, Colorado 80122-3931
- Eric Geis, Treasurer and Secretary 8787 Complex Drive, Suite 200 San Diego, California 92123

Page 1



DEPOSIT DATE July 16, 1998 D 8 1 2 JUL 1 7 1998

210 N. Park Ave. Winter Park, FL 32789

P.O. Drawer 200 Winter Park, FL 32790-0200

Tel: 407-740-8575 Fax: 407-740-0613 tmi@tminc.com

RE: Initial Alternative Local Exchange Carrier Application and Interexchange Carrier Application of ACI Corp. doing business as Accelerated Connections, Inc.

Dear Records and Reporting:

Florida Public Service Commission

Division of Records and Reporting 2540 Shumard Oaks Boulevard Gerald L. Gunter Bldg. Room 270

Tallahassee, FL 32399-0850

(904) 488-4733

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Under separate cover, the applicant will file its interexchange application and tariff.

MAIL ROOM

NO. 0. 101000 1010525

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Initials of person who forwarded cheolic

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DEPOSIT DATE D812# JUL 1 7 1998

July 16, 1998 Overnight

210 N. Park Ave. Winter Park, FL Florida Public Service Commission 32789 Division of Records and Reporting 2540 Shumard Oaks Boulevard Gerald L. Gunter Bldg. Rocm 270 P.O. Drawer 200

Winter Park, FL 32790-0200

Tel: 407-740-8575 Fax: 407-740-0613 RE.

tmi@tminc.com

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Tallahassee, FL 32399-0850

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TECHNOLOGIES MANAGEMENT, INC. P.O. BOX 200 210 N. PARK AVE	BARNETT BANK, N.A. WINTER PARK, FL 32789	20254
WINTER PARK, FL 32789-0200 (407) 740-8575		7-16-98
ORDER OF FLORIDA Public Service (\$ 250.00
Two hundred a fifty + MS7100-		DOLLARS
	TECHNOLOG	MERAARAGEMENT, INC.
MEMO ACI CORP DEA accelerated Connections, 1		Un_