



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

Ms. Blanca Bayo, Director  
Division of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oaks Boulevard  
Tallahassee, Florida 32399-0850

RE: **CyberSentry, Inc. and Telecommunications Service Center, Inc.**

Dear Ms. Bayo:

Enclosed for filing are the original and six (6) copies of the above-referenced application and initial tariff of CyberSentry, Inc.

Also enclosed is a Technologies Management, Inc. check in the amount of \$250, to cover the filing fee.

This letter is to notify you of a recent change regarding Telecommunications Service Center, Inc. The following key facts have changed:

1. CyberSentry, Inc. has purchased the customer base, trade name, and other assets of Telecommunications Service Center, Inc. from the United States Bankruptcy Court under a court approved sale which includes the individual state's certifications and tariffs.
2. The company is in the process of doing customer notifications regarding the corporate name change to CyberSentry, Inc. Notifications state that the customer bill will be changed to CyberSentry, Inc. pending regulatory approval.
3. That, for the most part, the customer base, billing, operations, and management are all remaining the same.
5. Therefore, the certifications and tariffs should reflect a change of name from Telecommunications Service Center, Inc. to CyberSentry, Inc.

Attached please find a copy of Bankruptcy Case No. 98-07835-8PI, Chapter 11 which verifies the above information and a new CyberSentry Secretary of State approval. Also attached is a revised Telecommunications Service Center, Inc. tariff to change the name to CyberSentry, Inc., as well as address labels for both the header and footer of the tariff presently on file with the Commission.

January 7, 2000  
Via Overnight Delivery

DEPOSIT                      DATE  
D225                      JAN 10 2000

000029-TI

DOCUMENT NUMBER-DATE

00412 JAN 10 8

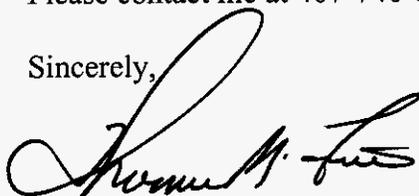
FPSC-RECORDS/REPORTING

Ms. Blanca Bayo, Director  
January 7, 2000  
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Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

Please contact me at 407-740-8575 if you have any questions related to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Thomas M. Forte". The signature is fluid and cursive, with a large initial "T" and "F".

Thomas M. Forte  
Consultant to  
CyberSentry, Inc.

Enclosures

cc: Gerald Resnick, CyberSentry  
file: CyberSentry - FL  
tms: FLo0001

**FLORIDA PUBLIC SERVICE COMMISSION**

**DIVISION OF COMMUNICATIONS  
BUREAU OF SERVICE EVALUATION**

**APPLICATION FORM  
for**

**DEPOSIT**

**DATE**

**D 2 2 5 4**

**JAN 1 0 2003**

**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 Boulevard  
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:**

- Original Authority** (new company)
- Approval of transfer** (to another certificated company)
- Approval of assignment of existing certificate** (to a noncertificated company)
- Approval for transfer of control** (To another certificated company).

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

CyberSentry, Inc.

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

Not Applicable

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

CyberSentry, Inc.  
412 East Madison Street, Suite 1200  
Tampa, Florida 33602  
Telephone: (813) 228-0688  
Facsimile: (813) 222-0875

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

See #5 Above

**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: Limited-liability company |   |

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

Not applicable.

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

(b) Indicate if the individual or any of the partners 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.
- (2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with the company, give reason why not.

**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:

F99000004724

- (b) Name and address of the company's Florida registered agent.**

NRAI Services, Inc.  
526 E. Park avenue  
Tallahassee, Florida 32301

- (c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable.**

Fictitious name registration number:

Not Applicable

- (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 officer, director or stockholder of the Company has been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime. No officer, director or stockholder of the Company are involved in proceedings which may result in such action.

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

No officer, director, partner or stockholder of the Company is an officer, director or stockholder in any other Florida certificated telephone company.

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

(a) The application:

Thomas M. Forte  
Consultant to CyberSentry, Inc.  
Technologies Management, Inc.  
P.O. Drawer 200  
Winter Park, FL 32790-0200  
Telephone: (407) 740-8575  
Facsimile: (407) 740-0613

(b) Official Point of Contact for the ongoing operations of the company:

Mr. Gerald Resnick, President  
CyberSentry, Inc.  
412 East Madison Street, Suite 1200  
Tampa, Florida 33602  
Telephone: (813) 228-0688  
Facsimile: (813) 222-0875

(c) Tariff:

Thomas M. Forte  
Consultant to CyberSentry, Inc.  
Technologies Management, Inc.  
P.O. Drawer 200  
Winter Park, FL 32790-0200  
Telephone: (407) 740-8575  
Facsimile: (407) 740-0613

(d) Complaints/Inquiries from customers:

Customer Service Manager  
CyberSentry, Inc.  
412 East Madison Street, Suite 1200  
Tampa, Florida 33602  
Telephone: (813) 228-0688  
Facsimile: (813) 222-0875

**11. List the states in which the applicant:**

**(a) Has operated as an interexchange carrier.**

None.

**(b) Has applications pending to be certificated as an interexchange carrier.**

CyberSentry is filing transfer of control requests to transfer all of the certifications of Telecommunications Service Center, Inc. throughout the United States.

**(c) Is certificated to operate as an interexchange carrier.**

None.

**(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 carrier or other telecommunications entity, and the circumstances involved.**

None

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

Facilities

Operators

Billing and Collection

Sales

Maintenance

Other:

None anticipated at this time

**13. Do you have a marketing program?**

Yes. CyberSentry will utilize either direct marketing through direct mail or market services through the use of internet methods.

**14. Will your marketing program:**

Pay commissions?

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.).**

At the present time, commission to direct sales individuals has not yet been determined.

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 checked="" type="checkbox"/> Other:(specify): Anyone who uses the Company's service |  |

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, CyberSentry's name will appear on the bill.

(b) **The name and address of the firm who will bill for your service.**

The Company will utilize either LEC billing arrangements or in-house billing depending on the customer type.

**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

See Attachment III.

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

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

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

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

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

**B. Managerial capability.**

See Attachment IV.

**C. Technical capability.**

As a reseller, Applicant relies on the technical expertise of its underlying carrier for maintenance of the network.

- 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 Attachment II.

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 is 800
- MTS with statewide flat rates per minute (i.e. not distance sensitive)**
  - Method of access is FGA
  - Method of access is FGB
  - Method of access is 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 mbps, 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, 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).**

The Customer will dial 1+ the area code, if applicable, plus the terminating telephone number for direct dial services. Customers utilizing a calling card will dial a toll free access number plus, a PIN number then the terminating telephone number, including area code if applicable.

22. Other:

**\*\* APPLICANT ACKNOWLEDGMENT 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: \_\_\_\_\_

Signature

Gerald Resnick, Pres.

12/9/99  
Date

(813) 228-0688

**APPENDICES:**

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

**ATTACHMENTS:**

- I - AUTHORITY TO OPERATE IN FLORIDA
- II - PROPOSED TARIFF
- III - FINANCIAL STATEMENTS
- IV - MANAGERIAL AND TECHNICAL CAPABILITIES

**CERTIFICATE OF TRANSFER STATEMENT**

A copy of the Bankruptcy Order for CyberSentry, Inc. and Telecommunications Service Center, Inc. is provided in Attachment V.

**UTILITY OFFICIAL:**

*Gerald Resnick Pres.*      12/9/99  
Signature      Date  
Gerald Resnick, Pres.

(813) 228-0688

**CUSTOMER DEPOSITS AND ADVANCE PAYMENTS**

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be responded to in one of the following ways (applicant please check one):

- (X) **The applicant will not collect deposits nor will it collect payments for service more than one month in advance.**
  
- ( ) **The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)**

UTILITY OFFICIAL:

*Gerald Resnick, Pres*  
Signature  
GERALD RESNICK, Pres.

12/9/99  
Date

(813) 228-0688

**\*\* APPENDIX C \*\***

**INTRASTATE NETWORK**

**1. POP: Addresses where located, and indicate if owned or leased.**

- 1) None 2)
- 3) 4)

**2. SWITCHES: Address where located, by type of switch and indicate if owned or leased.**

- 1) None 2)
- 3) 4)

**3. TRANSMISSION FACILITIES: POP-to-POP facilities by type of facilities (microwave, fiber copper, satellite, etc.) and indicate if owned or leased.**

POP-to-POP      TYPE      OWNERSHIP

- 1) None
- 2)
- 3)

**4. ORIGINATING SERVICE: Please provide the list of exchanges where you are proposing to provide originating service within thirty (30) days after the effective date of the certificate. (Appendix D)**

Statewide.

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).

Not applicable.

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:

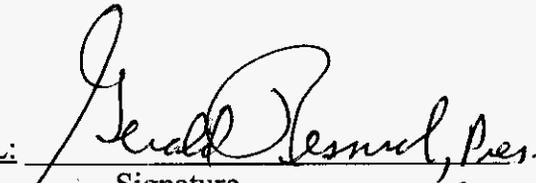
(a) What services have been provided and when did these service begin?

Not applicable.

(b) If the services are not currently offered, when were they discontinued?

Not applicable.

UTILITY OFFICIAL:

  
Signature  
GERALD RESNICK, Pres.

12/9/99  
Date

(813) 228-0688

**\*\* APPENDIX D \*\***

**FLORIDA TELEPHONE EXCHANGES**

**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 EXCHANGES \*\***

Extended Service Area with These Exchanges:

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.
GAINESVILLE:	Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALA:	Belleview, Citra, Dunnellon, Forest Lady Lake (B21), McIntosh, Iklawaha, Orange Springs, Salt Springs and Silver Springs Shores.
DAYTONA BEACH:	New Smyrna Beach.

TAMPA:

Central  
East  
North  
South  
West

None  
Plant City  
Zephyrhills  
Palmetto  
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-Captiva 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.

CyberSentry, Inc. intends to offer service throughout the State of Florida.

**ATTACHMENT I**  
**AUTHORITY TO OPERATE IN FLORIDA**

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# State of Florida



Department of State

I certify from the records of this office that CYBERSENTRY, INC., is a corporation organized under the laws of Delaware, authorized to transact business in the State of Florida, qualified on September 14, 1999.

The document number of this corporation is F99000004724.

I further certify that said corporation has paid all fees due this office through December 31, 1999, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Fourteenth day of September, 1999



CR2EO22 (1-99)

*Katherine Harris*  
Katherine Harris  
Secretary of State

**ATTACHMENT II**

**PROPOSED TARIFF**

Current Telecommunications Service Center, Inc. tariff  
Revised to Reflect CyberSentry, Inc. Name Change

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INTRASTATE TELECOMMUNICATION SERVICES

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FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, rates and charges applicable to the furnishing of service and facilities for telecommunications service provided by CyberSentry, Inc. ("CyberSentry") with principal offices at 412 East Madison Street, Suite 1200, Tampa, FL 33602. This tariff applies to the provision of service within the State of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the companies principal place of business.

(T)  
(T)

All material contained herein is new. Intrastate Operator Services and long distance are provided by means of wire, radio, satellite, fiber optics or other suitable technology or combination thereof.

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Issued: January 10, 2000

Effective: January 11, 2000

by:

Mr. Gerald Resnick, President  
4112 East Madison Street, Suite 1200  
Tampa, Florida 33602

FLo0001

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**INTRASTATE TELECOMMUNICATION SERVICES**


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**CHECK SHEET**

Sheets I through 40 inclusive of this tariff are effective as of the date shown in 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.

(T)

<b>SHEET</b>	<b>REVISION</b>	<b>SHEET</b>	<b>REVISION</b>
1	1 <sup>st</sup> Rev. *	26	1 <sup>st</sup> Rev. *
2	1 <sup>st</sup> Rev. *	27	1 <sup>st</sup> Rev. *
3	1 <sup>st</sup> Rev. *	28	1 <sup>st</sup> Rev. *
4	1 <sup>st</sup> Rev. *	29	1 <sup>st</sup> Rev. *
5	1 <sup>st</sup> Rev. *	30	1 <sup>st</sup> Rev. *
6	1 <sup>st</sup> Rev. *	31	1 <sup>st</sup> Rev. *
7	1 <sup>st</sup> Rev. *	32	1 <sup>st</sup> Rev. *
8	1 <sup>st</sup> Rev. *	33	1 <sup>st</sup> Rev. *
9	1 <sup>st</sup> Rev. *	34	1 <sup>st</sup> Rev. *
10	1 <sup>st</sup> Rev. *	35	1 <sup>st</sup> Rev. *
11	1 <sup>st</sup> Rev. *	36	1 <sup>st</sup> Rev. *
12	1 <sup>st</sup> Rev. *	37	1 <sup>st</sup> Rev. *
13	1 <sup>st</sup> Rev. *	38	1 <sup>st</sup> Rev. *
14	1 <sup>st</sup> Rev. *	39	1 <sup>st</sup> Rev. *
15	1 <sup>st</sup> Rev. *	40	1 <sup>st</sup> Rev. *
16	1 <sup>st</sup> Rev. *		
17	1 <sup>st</sup> Rev. *		
18	1 <sup>st</sup> Rev. *		
19	1 <sup>st</sup> Rev. *		
20	1 <sup>st</sup> Rev. *		
21	1 <sup>st</sup> Rev. *		
22	1 <sup>st</sup> Rev. *		
23	1 <sup>st</sup> Rev. *		
24	1 <sup>st</sup> Rev. *		
25	1 <sup>st</sup> Rev. *		

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 Issued: January 10, 2000

Effective: January 11, 2000

by:

Mr. Gerald Resnick, President  
4112 East Madison Street, Suite 1200  
Tampa, Florida 33602

FL00001

INTRASTATE TELECOMMUNICATION SERVICES

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(D)

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Issued: January 10, 2000

Effective: January 11, 2000

by:

Mr. Gerald Resnick, President  
4112 East Madison Street, Suite 1200  
Tampa, Florida 33602

FL00001

## INTRASTATE TELECOMMUNICATION SERVICES

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INTRASTATE TELECOMMUNICATION SERVICES

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**SYMBOLS**

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

- (D) - Delete or Discontinue
- (I) - Change Resulting In An Increase to A Customer's Bill
- (M) - Moved From Another Tariff Location
- (N) - New
- (R) - Change Resulting In A Reduction to A Customer's Bill
- (T) - Change In Text or Regulation But No Change In Rate or Charge

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**INTRASTATE TELECOMMUNICATION SERVICES**

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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 Fifteen 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 FPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FPSC follows in their 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).I.(i)
- 2.1.1.A.1.(a).I.(i).(1)

**D. Check Sheets** - When a tariff filing is made with the FPSC, 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 pages 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 remains 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 FPSC.

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INTRASTATE TELECOMMUNICATION SERVICES

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**SECTION 1.0 - TERMS AND ABBREVIATIONS**

**Aggregator** - Any person that, in the ordinary course of its operations, makes telephones available to the public or to transient users of its premises, for intrastate telephone calls using a provider of operator services or long distance service.

**Automated Calling Card Call** - A service whereby the consumer dials all of the digits necessary to route and bill the call. The call is then handled by a robot.

**BOC** - Bell Operating Company

**Calling Card** - A billing convenience where the consumer may bill the charges for a call to an approved telephone company issued calling card. The terms and conditions of the local telephone company will apply to payment arrangements.

**Collect Billing** - A billing convenience whereby the originating caller may bill the charges for a call to the called party, provided the called party agrees to accept such charges.

**Commercial Credit or T&E Card** - An additional billing convenience whereby a consumer may charge the zero (0) dialed long distance call to the bank or travel and entertainment card.

**Commission** - The Florida Public Service Communications.

**Company or Carrier** - CyberSentry, Inc. ("CyberSentry") unless otherwise clearly indicated by the context.

**Consumer** - A person initiating an intrastate telephone call using operator services or long distance service.

**Customer** - The person, firm, corporation or other entity that initiates a call on the company's network, or accepts billing for a call on the Company's network, subject to the terms and conditions of the Company's tariff regulations.

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## INTRASTATE TELECOMMUNICATION SERVICES

**SECTION 1.0 - TERMS AND ABBREVIATIONS, (CONT'D.)**

(T)

**CyberSentry** - CyberSentry, Inc.

(T,M)

**Day** - From 8:00 AM up to but not including 5:00 PM local time Monday through Friday.**Equal Access** - The switched access service provided by a local exchange company as trunk side switching through the use of an end office or access tandem switch equipment. Where no access code is required, the number dialed by the customer shall be a seven or ten digit number for calls in the North American Numbering Plan (NANP). For international calls outside the NANP, a seven to twelve digit number may be dialed. The form of the numbers dialed by the customer is NXX-XXXX, 0 or I + NXX - XXXX, NPA + NXX - XXXX, 0 or I + NPA + NXX - XXXX, and, when the end office is equipped for International Direct Distance Dialing (IDDD), 01 + CC + NN or 011 + CC + NN. Equal access is also known as Feature Group D.**Evening** - From 5:00 PM up to but not including 11:00 PM local time Sunday through Friday.**Holidays** - Holidays as observed by this carrier were specified in this tariff.**LEC** - Local Exchange Company.**Night/weekend** - From 11:00 PM up to but not including 8:00 AM Sunday through Friday, and all day Saturday, and Sunday from 8:00 AM, up to but not including, 5:00 PM Sunday.**Operator Services** - Any intrastate telecommunications service initiated from an aggregator location that includes, as a component, any automatic or live assistance to a consumer to arrange for billing or completion, or both, of an intrastate telephone call through a method other than -

- (A) Automatic completion with billing to the telephone from which the call originated;  
or
- (B) Completion through an access code used by the consumer, with billing to an account, previously established with the carrier by the consumer.

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INTRASTATE TELECOMMUNICATION SERVICES

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**SECTION 1.0 - TERMS AND ABBREVIATIONS, (CONT'D.)**

(T)

**Operator-Station Call** - A service whereby the originating consumer requests the assistance of a Company operator to place or bill the call.

**Pay Telephone** - A customer premise public telephone instrument equipped with a device that allows a charge to be made for each call. Private pay telephones are owned and operated by non-LEC personnel. A LEC pay telephone is owned and operated by the telephone company.

**Person-to-Person Call** - A service whereby the originating consumer specifies to the Company operator a particular person to be reached, or a particular station, room number, department, or office to be reached through a PABX attendant.

**Rate Center** - A geographic point from which the vertical and horizontal coordinate is used in calculation of airline mileage for the purposes of rating a call.

**Third Party Billing** - A billing convenience by which the charges for a call may be billed to a telephone number that is different from the calling number and the called number.

**Long Distance Services** - Any intrastate telecommunications service initiated by a consumer for automatic completion with billing to the telephone from which the call originated.

**0+** - Operator Service call where consumer dials 0 or 00 plus area code plus number.

**0-** - Operator Service call where consumer dials 0 or 00 and waits for an operator to answer.

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**INTRASTATE TELECOMMUNICATION SERVICES**

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**SECTION 2.0 - RULES AND REGULATIONS**

(T)

**2.1 Contracts**

Aggregators are required to contract for the various services offered by the Company. Contracts may be granted up to a term of sixty (60) months. All services offered are subject to the Florida Public Service Commission Rules and Regulations as they apply.

(T)

The Company may provide service in its own name over the lines and or switches of other certified carriers or LEC's with which it has contracts for the carrying of customers traffic or handling of customers operator assistance requirements.

(T)

**2.2 Establishment and Re-establishment of Credit**

1. In the event service is temporarily suspended for non-payment such service will be restored upon payment of all charges due.
2. A restoral of service charge will be applicable for each authorization code temporarily suspended. where service is presubscribed to the Company service a restoral of service charge will be applicable for each line temporarily suspended. The restoral of service charge is set forth in 3.4 following.
3. Aggregators not reestablished within five (5) days from date of suspension will be treated as a new customer and appropriate Nonrecurring Charges and an advance payment will apply.

(T)

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**INTRASTATE TELECOMMUNICATION SERVICES**

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.3 Advance Payments**

1. For aggregators or customers whom the company feels in advance payment is necessary, the Company reserves the right to collect an amount not to exceed one (1) month's estimated charges as an advance payment for service. This will be applied against the next month's charges and if necessary a new advance payment will be collected for the next month. The Company waives the advance requirement for all customers except those that are notified by the Company that they have an unsatisfactory credit history. (T)
2. For aggregators or customers that require to obtain travel cards with a prearranged dollar value of long distance calling credited to those cards, the Company reserves the right to collect an amount not to exceed the prearranged value as an advance payment for service. This will be applied against the actual usage on that card. Any balance of value remaining on cards may be transferred to new cards or new amounts credited to existing cards. (T)

**2.4 Notices****1. Notice to the Customer**

- A. Notices from the Company to a Customer normally will be given in writing, either delivered or mailed to the Customer's address of record.
- B. In emergencies, where delay may result in impaired service or in hazards to the Customer, the public, or the Company's facilities, the Company may resort to verbal notices given by telephone, radiotelephone, personal contact, or other means of communication.

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.4 Notices, (Cont'd.)**

(T)

**2. Notices from the Customer**

Notices from a Customer to the Company may be given verbally by the Customer or the Customer's authorized agent at the Company's office, or by written communication mailed thereto. Written notice is required when specified in tariff schedules or in any written agreement.

**2.5 Rendering and Payment of Bills****1. Returned Check Charge**

When a payment for service is made by check, draft, or similar negotiable instrument, returned check charge of the greater of \$20.00 or 5% will be billed by the Company for each such item returned unpaid by a bank to the Company for any reason. The acceptance of checks, drafts, or other negotiable instruments for the satisfaction of the customer's debts to the Company shall not constitute a waiver by the Company of its right to payment by legal tender.

**2. Late Payment Charge**

Bills for telephone service are due when they are rendered. A customer is in default unless payment is made on or before the (10th day following the date specified on the bill. If payment is not made within one (1) month of the date of the bill, a late payment charge of one and one-half percent (1-1/2%) per monthly billing period will be applied to all amounts previously billed under this company's tariff(s) including arrears and unpaid late payment charges.

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.5 Rendering and Payment of Bills, (Cont'd.)**

(T)

**3. Extra Copies of Bill**

Extra Copies of a customer's monthly bill will be provided by the Carrier at the rate as set forth in 3.4 following of this tariff.

**4. Third Party Billing**

The Company reserves the right to refuse Third Party Billing at its sole discretion.

**5. Credit Card or Calling Card calls**

The Company reserves the right to refuse to process credit Card or Calling card billed calls when authorization for use of the card cannot be properly validated.

**6. Fraudulent Use of Collect, card, Third Party Calls**

In order to control fraud, the Company may refuse to permit Collect Calling, calling Card, Third Number Calling and calls which it determines to be fraudulent and/or it may limit the use of these billing options or services to or from certain countries or areas including all or part of the United States, Puerto Rico or the U.S. Virgin islands.

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**INTRASTATE TELECOMMUNICATION SERVICES**

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.6 Discontinuance and Restoration of Service****1. Fraud**

The Company shall have the right to refuse or discontinue service if the acts of the customer, including furnishing false credit information or the conditions upon their premises are such as they indicate intention to defraud the Company.

**2. Non Compliance with the Company's Rules**

The company may discontinue service if a customer fails to comply with any of the rules herein.

**3. Telephone Calls with Intent to Annoy**

**A.** The Company may discontinue service of any customer who, with intent to annoy, telephones another and addresses to or about such other person any obscene language or addresses to such other person any obscene language or addresses to such other person any threat to inflict injury to the person or property of the person addressed or any family member.

**B.** The Company may discontinue service of any customer who, with intent to annoy, repeatedly telephones another without disclosing his true identity to the person answering the telephone, whether or not conversation ensues during the telephone calls.

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.6 Discontinuance and Restoration of Service, (Cont'd.)**

(T)

**4. Intentional Abuse of Service**

The Company has the right to refuse the telephone service for any premise and at any time to discontinue telephone service, if it finds it necessary to do so to protect itself against intentional abuse. Intentional abuse of service includes, without limiting the generality of the foregoing; the use of service or facilities of the Company to transmit a message or to locate a person or otherwise to give or obtain information, without payment of a message toll charge or an exchange service charge. Another form of such abuse is an intentional interrupted connection of one exchange station to another station, excluding those connections that permits the use of the facilities in a manner similar to private line service. It also includes intentional receiver off hook conditions.

**5. Disconnection of Service for Cause**

- A.** Upon non-payment of any sum due the Company or upon a violation of any of the conditions governing the furnishing of service as provided in this tariff, the Company may by notice in writing mailed to the Customer, without incurring any liability, temporarily discontinue the furnishing of service to the Customer. Telephone Services may be discontinued fifteen (15) days after mailing notice of intention to discontinue service and a service order charge will be made by the Company for restoration of such authorization Code and/or line. If the Company elects to discontinue service the Customer shall be responsible for all charges through the date of termination.

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.6 Discontinuance and Restoration of Service, (Cont'd.)**

(T)

**5. Disconnection of Service for Cause, (cont'd.)**

(T)

- B.** If any customer-provided, or aggregator provided, equipment is used with Facilities provided by the company is in violation of any law or any of the provisions in this tariff, the Company will take such action as is necessary for the protection of its Facilities or the service of its other Customers and other persons provided with Telephone Services. The customer and/or aggregator shall discontinue such use of the equipment or correct the violation immediately upon actual or constructive knowledge of a violation and shall confirm in writing to the Company within fifteen (15) calendar days that such use has ceased or that the violation, has been corrected. Customer and/or aggregator to discontinue such use or correct the violation, and to give the required written confirmation to the Company within the time stated above shall result in interruption of the service of the Customer and/or aggregator creating the violation.
- C.** Telephone Services may be refused, reduced, or partially or completely discontinued without notice in the event the Company is informed that the service is used in such a manner that will adversely affect the company's services to others.
- D.** The Company may disconnect the Telephone Services in accordance with the terms hereof without any liability except for an appropriate refund of prepaid charges and any service deposit with accrued interest.

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.6 Discontinuance and Restoration of Service, (Cont'd.)**

(T)

**5. Disconnection of Service for Cause, (cont'd.)**

(T)

- E.** Except as provided in this tariff, the company shall refuse service to a new applicant and shall disconnect existing service to a customer and/or aggregator upon receipt from any authorized official of a law enforcement agency of a writing, signed by a magistrate, as defined by State and Federal laws, finding that probable cause exists to believe that the use made or to be made of the service is prohibited by law, or that the service is being or is to be used as an instrumentality directly or indirectly, to violate or to assist in the violation of the law. included in the magistrate's writing shall be a finding that there, is probable cause to believe not only that the subject telephone facilities have been or are to be used in the commission or facilitation of illegal acts, but that the character of such acts is such that, absent immediate and summary action in the premises, significant dangers to public health, safety, or welfare will result.
- F.** The Company, immediately upon refusal or disconnection of service in accordance with this tariff, shall give written notice to the persons suffering such action that such refusal or disconnection has been made pursuant to a request by a law enforcement agency, naming the agency, and shall include with said notice a copy of this rule.
- G.** At the expiration of fifteen (15) days after refusal or disconnection of service pursuant to this tariff, the Company, upon written request of the Customer, shall provide or restore such service unless the law enforcement agency concerned shall have notified the Company in writing of its objection to such provision or restoration of service.

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INTRASTATE TELECOMMUNICATION SERVICES

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.7 Limitations**

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. The Company reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the aggregator and/or Customer is using service in violation of provisions of this tariff or in violation of the law. (T)
3. The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.
4. All services and facilities provided under this tariff are directly controlled by the Company. The aggregator and/or 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. (T)  
(T)
5. 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.

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**INTRASTATE TELECOMMUNICATION SERVICES**

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.8 Liabilities of the Company**

1. The Company liability for any claim or loss, expenses or damage (including indirect, special or consequential damage) arising out of mistakes for any interruption, delay, error, omissions, or defects in any service, facility or transmission provided under this tariff shall not exceed an amount equivalent to the proportionate monthly subscription fee charged to the customer and/or aggregator for the period of service or the facility provided during which such interruption, delay, error, omission or defect occurs. Any adjustment shall apply only to the period the interruption, delay, error, omission or defect continues beyond twenty-four hours after notice of the interruption, delay, error, omission or defect is received by the Company. No other liability shall in any case attach to the Company on account of interruptions, delay, error, omission or defect of service. For the purpose of computing a credit month is considered to have thirty (30) days.
2. The company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by any person or entity other than the company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.

(T)

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**INTRASTATE TELECOMMUNICATION SERVICES**

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.8 Liabilities of the Company, (Cont'd.)**

(T)

3. The company shall not be liable for, and shall be fully indemnified and held harmless by the customer and/or aggregator against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion of privacy, infringement of copyright or patent, unauthorized use of any trademark trade name or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information or other content revealed to, transmitted, processed, handled, or used by the Company under this tariff; for connecting, combining or adapting Company's facilities with the aggregator's apparatus or systems, or; for any act or omission of the customer and/or aggregator; or for any persona) injury or death of any person or for any loss of or damage to the aggregator's premises or any other property, whether owned by the aggregator or others, caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Carrier, if not directly caused by negligence of the Carrier, or; liability for failure to provide service.
4. No agent or employee of any other carrier shall be deemed to be an agent or employee of the company, except independent sales agents who may from time to time be employed by another carrier.
5. The Company shall not be liable for any defacement of or damages to the premises of an aggregator resulting from the furnishing of service which is not the direct result of the Company's negligence.

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**INTRASTATE TELECOMMUNICATION SERVICES**

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.9 Service Connections and Facilities on Customer's Premises****1. Terminal Equipment**

The Company's facilities and service may be used with or terminated in aggregator-provided terminal equipment or aggregator-provided communications systems, such as a global change PABX or Pay Telephone. Such terminal equipment shall be furnished and maintained at the expense of the aggregator, except as otherwise mutually agreed upon by both parties in writing. The aggregator is responsible for all costs at his or her premises, including personnel, customer's inside wiring, electrical power, and the like incurred in the use of the Company service. When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria standards of the telecommunications industry as endorsed by the Federal Communications Commission.

(T)

**2. Installation and Termination**

Service is installed upon mutual agreement between the aggregator and the Company. The agreement will determine terms and conditions of installation, termination of service, any applicable sales commission structure, and sales commission payment schedule. The service agreement does not alter rates specified in the tables and schedules contained in this tariff.

**3. Ownership of Equipment**

Equipment furnished by the Company on the premises of an aggregator is the property of the Company.

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**INTRASTATE TELECOMMUNICATION SERVICES**

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.10 Use of Service**

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

The Company reserves the right to discontinue service, limit service, or to impose requirements on aggregators as required to meet changing regulatory rules and standards of the Florida Public Service Commission.

**2.11 Conditions of Service**

1. The aggregator agrees to route and deliver to the Company all 1+ long distance and or operator service telephone traffic that is legally permissible from the location(s) facilities covered under the aggregator's approved agreement with the Company except where consumers designate alternate carriers by dialing Carrier access codes or otherwise request such access.

(T)

(T)

2. The aggregator shall implement consumer notice and posting programs Is may be reasonably adopted by the Company, including posting in plain view at each terminal equipment location at identifies the provider of operator services as the Company. The aggregator shall provide such additional notice to consumers as may be prescribed by regulatory authorities.

(T)

(T)

(T)

(Material previously found on this Sheet has been moved to Sheet 23)

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**INTRASTATE TELECOMMUNICATION SERVICES**

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.11 Conditions of Service, (Cont'd.)**

- 3. In the case of the provision of operator services each aggregator shall post on or near the telephone instrument, in plain view of consumers, the following information:
  - A. The name, address, and toll-free telephone number of the Company;
  - B. A written disclosure that the rates for all operator assisted calls are available on request, and that consumers have a right to obtain access to the interstate common carrier of their choice and may contact their preferred interstate common carriers for information on accessing that carrier's service using that telephone and;
  - C. The name and address of the enforcement division of the Common Carrier Bureau of the commission to which the consumer may direct complaints regarding operator services. (Unless the State regulatory authority requires substantially the same requirement at the State level.)
- 2. Each aggregator shall ensure that each of its telephones presubscribed to the Company allow the consumer to use "800" and "950" and 10XXX where mandatory access code numbers to obtain access to the provider of operator services desired by the consumer.
- 3. Each aggregator shall ensure that no charge by the aggregator to the consumer for using an "800" or "950" and 10XXX where mandatory access code number, or any other access code number, is greater than the amount the aggregator charges for calls placed using the Company operator services.

(M)

(M,T)

(M)

(M)

(T)

(T)

(T)

(Material previously found on this Sheet has been moved to Sheet 24)

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INTRASTATE TELECOMMUNICATION SERVICES

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**SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**

(T)

**2.12 Taxes**

(M)

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

**2. Adjustments for Municipality Payments**

If at any time in the future a municipality acquires the legal right to impose an occupation tax, license tax, permit fee, franchise fee or other similar charge upon the Carrier, and imposes the same by ordinance or otherwise, such taxes, fees or charges shall be billed to the customers receiving service within the territorial limits of such municipality. Such billing shall allocate the tax, fee or charge among customers uniformly on the basis of each customer's monthly charges for the types of service made subject to such tax, fee or charge.

(M)

**3. Adjustments for County or Other Local Taxing Authority Payments**

If at any time in the future a county or other local taxing authority acquires the legal right to impose an occupation tax, license tax, permit fee, franchise fee or other similar charge upon the Carrier, and imposes the same by ordinance or otherwise, such taxes, fees or charges shall be billed to the customers receiving service within the territorial limits of such county or other taxing authority. Such billing shall allocate the tax, fee or charge among customers uniformly on the basis of each customer's monthly charges for the types of service made subject to such tax, fee or charge.

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**INTRASTATE TELECOMMUNICATION SERVICES**

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**SECTION 3.0 - DESCRIPTION OF SERVICE**

(T)

**3.1 Application of Tariff**

This tariff contains the regulations and charges applicable to the provision of Intrastate Operator Services and 1+ Intrastate Long Distance by CyberSentry, Inc. ("CyberSentry") (hereinafter referred to as the Company and/or "CyberSentry") from its operating locations throughout the State of Florida.

(T)

(T)

**3.2 Aggregators Agents & Organizations**

The Company products and services may be provided to or through various individuals or interest groups for resale. No arrangement with any such entity will alter rates specified in the tables and schedules contained in this tariff.

(T)

**3.3 Operator Services To FL Rate Plans**

Operator Services are those telephone services which allow consumers to originate intrastate calls from an aggregator location that includes, as a component, any automatic or live assistance to a consumer to arrange for billing or completion of a call. operator Services does not include automatic completion with billing to the originating telephone or billing to an account previously established by the consumer with the Company.

(T)

Charges for these calls vary by type of call, distance, time of day and call duration. Calls may be billed to the station originating the call, the called station (i.e., charges may be reversed), to a third party number, or to a credit card, calling card or other financial card that the Company deems appropriate.

(T)

**3.4 Minimum Call Completion Ratio**

A customer can expect a call completion rate of not less than 90% during peak use periods for all FG D service.

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INTRASTATE TELECOMMUNICATION SERVICES

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**SECTION 3.0 - DESCRIPTION OF SERVICE, (CONT'D.)**

(T)

**3.5 Discounts For Hearing Impaired Users**

Telephone teletext, which is communicating using a telecommunications device for the deaf (TDD), are properly certified hearing or speech impaired persons or properly certified business establishments or individuals equipped with TDD for communicating with hearing or speech impaired persons will receive upon request credit for charges on certain intrastate toll calls placed between TDD's the credit to be given on a subsequent bill for such calls placed between TDD's will be equal to applying the evening rate during business day hours and the night weekend rate during the evening rate period. Discounts do not apply to surcharges or per call add on charges for operator services when the call is placed by a method that would normally incur surcharges.

**3.6 Timing of Calls**

- 1. Long distance usage charges are based on the actual usage of the Company and or it's service providers. The Company will determine that a call has been established by either a signal from the local telephone company or, for collect and person to person calls as stated below. Where such signaling is unavailable, The Company will determine that an initiated call has been answered after 30 seconds or ring time. Collect call timing begins when the called party accepts the responsibility for payment. Person to Person call timing begins when the calling party is connected to the designated called party or to an agreed alternate. A call is terminated when either party disconnects from the call. (T)  
(T)
- 2. The Company will not bill for unanswered telephone calls in areas where equal access is available. Where equal access is not available, the Company will not knowingly bill for unanswered telephone calls. (T)  
(T)
- 3. Unless otherwise specified in this tariff, the minimum call duration for billing purposes is one (1) minute.

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**INTRASTATE TELECOMMUNICATION SERVICES**

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**SECTION 3.0 - DESCRIPTION OF SERVICE, (CONT'D.)**

(T)

**3.6 Timing of Calls, (Cont'd.)**

(T)

4. Unless otherwise specified in this tariff, operator service and travel card usage is measured and rounded to next higher full minute for billing purposes.
5. When a call is established in one rate period and ends in nother rate period, the rate in effect at the calling tation applies to the portion of the call occurring within that rate period. When a unit of time is split between two rate periods, the rate applicable to that unit of time is based on the rate period in which it began.

**3.7 Mileage Measurement**

1. Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points for the call. The Rate Centers for a call are determined by area codes and exchanges of the origination and destination points. The distance between the Rate Center of the aggregator's equipment and that of the destination point is calculated by using the "V" and "H" coordinates found in AT&T FCC Tariff No. 1, in the following manner:

Step 1 Obtain the "V" and "H" coordinates for the Rate Centers of the Subscriber's switch and destination point.

Step 2 Obtain the difference between the "V" coordinates of each of the Rate Centers. Obtain the difference between the "H" coordinates.

Step 3 Square the differences obtained in Step 2.

Step 4 Add the squares of the "V" difference and "H" difference obtained in Step 3.

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**INTRASTATE TELECOMMUNICATION SERVICES**


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**SECTION 3.0 - DESCRIPTION OF SERVICE, (CONT'D.)**

(T)

**3.7 Mileage Measurement, (Cont'd.)**

(T)

Step 6 Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the Rate Centers.

Step 5 Divide the sum of the square obtained in Step 4 by ten (10) . Round to the next higher whole number if any fraction results from the division.

2. The Company will not engage in call splashing, if the consumer requests to be transferred to another provider of operator services, the consumer is informed prior to incurring any charges that the rates for the call may not reflect the rates from the actual originating location of the call, and the consumer consents to be transferred. Call splashing involves the transfer of the telephone call from one provider of operator services to another provider in such a manner that the subsequent provider is unable or unwilling to determine the location of the origination of the call and, because of such inability or unwillingness, is prevented from billing the call on the basis of such location.

(T)

**3.8 Long Distance Service****3.8.1 TA FL Banded Rate Plan**

Charges for these calls vary by distance, time of day and call duration.

**3.8.2 TL FL Flat Rate Plans**

Charges for these calls vary by time of day and call duration. TL FL Rates 5 down through 1 represent progressive discounts from the base rate, TL6. These rates may be offered to selected customers of the Company based on volume, credit history, use of other services offered by the Company, and on commissions offered to agents and organizations.

(T)

(T)

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**INTRASTATE TELECOMMUNICATION SERVICES**

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**SECTION 3.0 - DESCRIPTION OF SERVICE, (CONT'D.)**

(T)

**3.8 Long Distance Service, (Cont'd.)**

(T)

**3.8.3 TE PL 800 Flat Rate Plans**

Charges for these calls vary by time of day and call duration. TE FL Rates 3 down through 1 represent progressive discounts from the base rate TE4 FL. These rates may be offered to selected customers of the Company based on volume, credit history, use of other services offered by the Company, and on commissions offered to agents and organizations.

(T)

(T)

**3.8.4 TC FL Travel Card Service**

Charges for these calls vary by call duration. There is a range of setup and service charges that may be added on a one time only or a per call basis depending upon the requirements of the agency or organization promoting and or using these cards, and on commissions offered to agents and organizations. Time credited to cards when issued or reloaded will be based on net funds received in relation to the rate plan used less any collection costs, taxes or charges.

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INTRASTATE TELECOMMUNICATION SERVICES

SECTION 4.0 - RATES AND CHARGES

4.1 Operator Service

4.1.1 To FL Rates

Customer Dialed Calling Card

Mileage Band	DAY		EVENING		NIGHT/WEEKEND	
	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute
0-10	\$0.1900	\$0.0900	\$0.1425	\$0.0675	\$0.0950	\$0.0450
11-22	\$0.2600	\$0.1600	\$0.1950	\$0.1200	\$0.1350	\$0.0800
23-55	\$0.2700	\$0.2180	\$0.2025	\$0.1635	\$0.1550	\$0.1140
56-124	\$0.2700	\$0.2200	\$0.2025	\$0.1650	\$0.1585	\$0.1185
125-292	\$0.2700	\$0.2275	\$0.2025	\$0.1700	\$0.1610	\$0.1235
293-430	\$0.2700	\$0.2300	\$0.2025	\$0.1725	\$0.1625	\$0.1235
431-624	\$0.2700	\$0.2350	\$0.2025	\$0.1725	\$0.1660	\$0.1285

Operator Station

Mileage Band	DAY		EVENING		NIGHT/WEEKEND	
	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute
0-10	\$0.1900	\$0.0900	\$0.1425	\$0.0675	\$0.0950	\$0.0450
11-22	\$0.2600	\$0.1600	\$0.1950	\$0.1200	\$0.1350	\$0.0800
23-55	\$0.2700	\$0.2180	\$0.2025	\$0.1635	\$0.1550	\$0.1140
56-124	\$0.2700	\$0.2200	\$0.2025	\$0.1650	\$0.1585	\$0.1185
125-292	\$0.2700	\$0.2275	\$0.2025	\$0.1700	\$0.1610	\$0.1235
293-430	\$0.2700	\$0.2300	\$0.2025	\$0.1725	\$0.1625	\$0.1235
431-624	\$0.2700	\$0.2350	\$0.2025	\$0.1725	\$0.1660	\$0.1285

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INTRASTATE TELECOMMUNICATION SERVICES

SECTION 4.0 - RATES AND CHARGES, (CONT'D.)

(T)

4.1 Operator Service, (Cont'd.)

(T)

4.1.1 To FL Rates, (cont'd.)

Person to Person

(T)

Mileage Band	DAY		EVENING		NIGHT/WEEKEND	
	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute
0-10	\$0.1900	\$0.0900	\$0.1425	\$0.0675	\$0.0950	\$0.0450
11-22	\$0.2600	\$0.1600	\$0.1950	\$0.1200	\$0.1350	\$0.0800
23-55	\$0.2700	\$0.2180	\$0.2025	\$0.1635	\$0.1550	\$0.1140
56-124	\$0.2700	\$0.2200	\$0.2025	\$0.1650	\$0.1585	\$0.1185
125-292	\$0.2700	\$0.2275	\$0.2025	\$0.1700	\$0.1610	\$0.1235
293-430	\$0.2700	\$0.2300	\$0.2025	\$0.1725	\$0.1625	\$0.1235
431-624	\$0.2700	\$0.2350	\$0.2025	\$0.1725	\$0.1660	\$0.1285

Real Time Rated

Mileage Band	DAY		EVENING		NIGHT/WEEKEND	
	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute
0-10	\$0.1900	\$0.0900	\$0.1425	\$0.0675	\$0.0950	\$0.0450
11-22	\$0.2600	\$0.1600	\$0.1950	\$0.1200	\$0.1350	\$0.0800
23-55	\$0.2700	\$0.2180	\$0.2025	\$0.1635	\$0.1550	\$0.1140
56-124	\$0.2700	\$0.2200	\$0.2025	\$0.1650	\$0.1585	\$0.1185
125-292	\$0.2700	\$0.2275	\$0.2025	\$0.1700	\$0.1610	\$0.1235
293-430	\$0.2700	\$0.2300	\$0.2025	\$0.1725	\$0.1625	\$0.1235
431-624	\$0.2700	\$0.2350	\$0.2025	\$0.1725	\$0.1660	\$0.1285

4.1.1.2 Operator Service Charges (Per Call)

	<b>0+</b>	<b>0-</b>
Customer Dialed Calling Card	\$0.80	\$0.80
Operator Station*	1.00	1.75
Person to Person*	2.50	3.25
Travel and Entertainment	1.00	1.75

\*includes real time rated calls.

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**INTRASTATE TELECOMMUNICATION SERVICES**

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**SECTION 4.0 - RATES AND CHARGES, (CONT'D.)**

(T)

**4.1 Operator Service, (Cont'd.)**

(T)

**4.1.1 To FL Rates (cont'd.)**

(T)

**4.1.1.3 Pay Telephone Option**

For as long as the rules of the FPSC allow the Company offers an optional plan on calls originating from payphones whereby the applicable end user rates are those contained in section 4.1.1 above for day rate period regardless of the time of day or day of week or holiday. In addition a \$.25 set fee per call for calls originating from payphones may be added.

(T)

**4.1.1.4 Hospitality Option**

For as long as the rules of the FPSC allow the Company offers an optional plan on calls originating from non coin phones whereby the applicable end user rates are those contained in section 4.1.1 above for day rate period regardless of the time of day or day of week or holiday.

(T)

**4.1.1.5 Directory Assistance**

Long distance directory assistance is offered to all the Company customers. when operator assistance is provided to complete or bill the directory assistance charges appropriate operator service charges apply in addition to the directory assistance usage charge. Directory Assistance charges do not apply for calls from handicapped persons.

(T)

	<u>Per Inquiry</u>
Directory assistance usage Charge	\$0.60

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INTRASTATE TELECOMMUNICATION SERVICES

SECTION 4.0 - RATES AND CHARGES, (CONT'D.)

4.2 Long Distance Service

4.2.1 TLA FL Banded Rates (Full Minute Billing)

Mileage Band	DAY		EVENING		NIGHT/WEEKEND	
	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute
0-10	\$0.1900	\$0.0900	\$0.1425	\$0.0675	\$0.0950	\$0.0450
11-22	\$0.2600	\$0.1600	\$0.1950	\$0.1200	\$0.1350	\$0.0800
23-55	\$0.2700	\$0.2180	\$0.2025	\$0.1635	\$0.1550	\$0.1140
56-124	\$0.2700	\$0.2200	\$0.2025	\$0.1650	\$0.1585	\$0.1185
125-292	\$0.2700	\$0.2275	\$0.2025	\$0.1700	\$0.1610	\$0.1235
293-430	\$0.2700	\$0.2300	\$0.2025	\$0.1725	\$0.1625	\$0.1235
431-624	\$0.2700	\$0.2350	\$0.2025	\$0.1725	\$0.1660	\$0.1285

4.2.2 TL FL Flat Rates (6 second Billing 18 second Minimum)

4.2.2.A TL6 FL Rate

	DAY	EVENING/NIGHT/WKND
	All Minutes	All Minutes
All Distances	\$0.2000	\$0.1800

4.2.2.B TL5 F1 Rate

	DAY	EVENING/NIGHT/WKND
	All Minutes	All Minutes
All Distances	\$0.1800	\$0.1620

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SECTION 4.0 - RATES AND CHARGES, (CONT'D.)

4.2 Long Distance Service, (Cont'd.)

4.2.2 TL FL Flat Rates (cont'd.)

4.2.2.C TL4 FL Rate

	DAY	EVENING/NIGHT/WKND
	All Minutes	All Minutes
All Distances	\$0.1700	\$0.1530

4.2.2.D TL3 FL Rate

	DAY	EVENING/NIGHT/WKND
	All Minutes	All Minutes
All Distances	\$0.1600	\$0.1440

4.2.2.E TL2 FL Rate

	DAY	EVENING/NIGHT/WKND
	All Minutes	All Minutes
All Distances	\$0.1500	\$0.1350

4.2.2.F TL1 FL Rate

	DAY	EVENING/NIGHT/WKND
	All Minutes	All Minutes
All Distances	\$0.1400	\$0.1260

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INTRASTATE TELECOMMUNICATION SERVICES

SECTION 4.0 - RATES AND CHARGES, (CONT'D.)

4.2 Long Distance Service, (Cont'd.)

4.2.3 TL FL 800 Service Rates (6 second Billing 18 second Minimum)

4.2.3.A TE4 FL Rate

	DAY	EVENING/NIGHT/WKND
	All Minutes	All Minutes
All Distances	\$0.2000	\$0.1900

4.2.3.B TE3 FL Rate

	DAY	EVENING/NIGHT/WKND
	All Minutes	All Minutes
All Distances	\$0.1900	\$0.1800

4.2.3.C TE2 FL Rate

	DAY	EVENING/NIGHT/WKND
	All Minutes	All Minutes
All Distances	\$0.1800	\$0.1700

4.2.3.D TE1 FL Rate

	DAY	EVENING/NIGHT/WKND
	All Minutes	All Minutes
All Distances	\$0.1700	\$0.1600

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INTRASTATE TELECOMMUNICATION SERVICES

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**SECTION 4.0 - RATES AND CHARGES, (CONT'D.)**

(T)

**4.2 Long Distance Service, (Cont'd.)**

(T)

**4.2.4 TC FL Travel Card Rates (Full Minute Billing)**

**4.2.4.A TC FL Rates**

All Distances and Time Periods

Maximum Rate Per Minute	\$0.50
Minimum Rate Per Minute	\$.225

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 INTRASTATE TELECOMMUNICATION SERVICES
 

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## SECTION 4.0 - RATES AND CHARGES, (CONT'D.)

(T)

## 4.2 Long Distance Service, (Cont'd.)

(T)

## 4.2.4 TC FL Travel Card Rates, (cont'd.)

(T)

## 4.2.4.B Setup and Service Charges for TC FL Rates

(T)

Optional One Time Charges

Maximum Card Set Up Fee	\$2.50
Minimum Card Set Up Fee	\$0 .00
Reload Fee	\$0.50

Optional Surcharges

Maximum Surcharge	\$0.75
Minimum Surcharge	\$0.00

Operator Assisted Surcharges

Maximum Surcharge	\$1.50
Minimum Surcharge	\$0 .00

## 4.2.4.C Other Services and Charges

(T)

Other non regulated services such as faxmail, voice mail and message forwarding, sports, weather and other information services, as well as connections to travel services and other facilities may be made using a travel card. These services may be charged for on a per call or per minute basis in addition to the normal time usage charges.

## 4.2.4.D Expiry on Unused Travel Cards

(T)

Six (6) months after the date of last use (or twelve 12 months after the date of issue in the case of unused cards) any card may be erased from the company's system and any remaining value will be lost. Cards that have expired may on enquiry be reactivated at companies sole discretion.

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INTRASTATE TELECOMMUNICATION SERVICES

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**SECTION 4.0 - RATES AND CHARGES, (CONT'D.)**

(T)

**4.3 Discount Periods**

The Rates in 4. 2. 1, 4. 2. 1 and 4. 2. 3 are subject to the following time-of-day and day-of-week discount periods:

1. **EVENING PERIOD** - The evening period applies to a call originating at a time from 5:00 PH to, but not including 11:00 PH on Sunday through Friday.
2. **NIGHT AND WEEKEND PERIOD** - The night and weekend period applies to a call originating at a time from 11:00 PH to, but no including, 8:00 AM on Sunday through Thursday. The night and weekend period also applies to a call originating at a time from 11:00 PH Friday to, but not including, 5:00 PH Sunday.
3. All times in Paragraph one and two above refer to local time in the area in which the call originates.
4. **Holidays**

Rates Applicable on certain Holidays:

On Christmas Day (December 25), New Year's Day (January 1), independence Day (July 4), Thanksgiving Day and Labor Day the Rate applicable is the Evening rate unless a lower rate would normally apply.

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INTRASTATE TELECOMMUNICATION SERVICES

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SECTION 4.0 - RATES AND CHARGES, (CONT'D.) (T)

4.4 Restoral of Service Charge

In the event service is temporarily suspended for non-payment such service will be restored upon payment of all charges due.

A restoral of service charge will be applicable for each authorization code temporarily suspended. Where service is presubscribed to the Company's service a restoral of service charge will be applicable for each line temporarily suspended. (T)

Aggregators and/or customers not reestablished with five (5) days from date of suspension will be treated as a new customer and appropriate Nonrecurring Charges appearing below and an advance payment equal to one (1) month's estimated charges will apply.

Rates

Business	\$50.00
Residence	\$25.00

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INTRASTATE TELECOMMUNICATION SERVICES

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**SECTION 4.0 - RATES AND CHARGES, (CONT'D.)**

**4.5 Returned Check Charge**

A customer charge will be assessed for all checks returned by drawee bank for: insufficient or uncollected funds, closed account, apparent tampering, missing signature or endorsement, or any other insufficiency or discrepancy necessitating return of the instrument at the discretion of the drawee bank.

Per Returned Check \$20.00 or 5% whichever is the greater.

**4.6 Extra Copies of Bill**

Extra copies of a customer's monthly bill will be provided by the Carrier at the rate of \$.25 per copy, per page.

**4.7 Monthly Service Charges**

For monthly long distance and 800 number accounts under \$50.00 company will charge a monthly fee of \$5.00 per billing location.

**4.7 Special Promotions**

The Carrier may from time to time, with the approval of the Florida Public Service Commission, engage in special promotional trial service offerings of limited duration, (not to exceed ninety (90) days on a per aggregator basis, for non-optional, recurring charges), designed to attract new aggregators or to increase aggregator awareness of a particular tariff offering.

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**ATTACHMENT III**  
**FINANCIAL STATEMENTS**

Telecommunications Service Center, Inc.  
(Debtor-In-Possession)

**Balance Sheets**

	03/24/99 (Unaudited)	12/31/98
<b>Assets</b>		
<b>Current</b>		
Cash	\$24,388	\$33,970
Accounts receivable, less \$56,609 and \$81,307 allowance for doubtful accounts in 1999 and 1998, respectively	176,757	144,435
Prepaid expenses and other current assets	44,704	69,003
Other receivables	7,557	5,298
Total Current Assets	253,406	252,706
Equipment and Leasehold Improvements, net	1,057,510	1,156,807
Other assets	110,046	110,046
	\$1,420,962	\$1,519,559
<b>Liabilities and Capital Deficit</b>		
<b>Current Liabilities</b>		
Cash overdraft	\$ 75,393	\$ -
Accounts payable	1,405,430	1,405,320
Accrued expenses and other current liabilities	613,058	446,923
Liabilities subject to compromise under reorganization proceedings	8,133,313	8,097,928
Total Current Liabilities	10,227,194	9,950,171
Total liabilities	10,227,194	9,950,171
<b>Capital Deficit</b>		
Common stock - \$1 par, 100,000 shares authorized, 2,000 shares issued and outstanding	2,000	2,000
Accumulated deficit	(8,808,232)	(8,432,612)
Total Capital Deficit	(8,806,232)	(8,430,612)
	\$1,420,962	\$1,519,559

Telecommunications Service Center, Inc  
(Debtor-In-Possession)

**Statement of Operations**

	For the period from January 1, 1999 through March 24, 1999 (Unaudited)
Net Sales	811,316
Operating Expenses:	
Telecommunications costs (excluding depreciation and amortization, shown separately below)	643,853
Selling, general and administrative expenses	384,403
Depreciation and amortization	102,403
Total operating expenses	1,130,659
Other (Income) Expense:	
Interest expense	77,592
Other income	(21,315)
Total other expense	56,277
Net loss	(375,620)
Net loss per share	
Basic	\$(187.81)
Weighted average number of outstanding shares	
Basic	2,000

Telecommunications Service Center, Inc  
(Debtor-In-Possession)

Statement of Cash Flows

	For the period from January 1, 1999 through March 24, 1999 (Unaudited)
Operating Activities:	
Net loss	(375,620)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation and amortization	102,403
Recovery of bad debts	(18,576)
Inventory write down	26,157
Changes in assets and liabilities:	
Accounts receivable	(7,624)
Prepaid expenses and other	24,299
Other receivables	(2,259)
Accounts payable	110
Accrued expenses and other current liabilities	166,135
Net cash used in operating activities	(84,975)
Financing Activities:	
Cash overdraft	75,393
Net cash provided by financing activities	75,393
Net decrease in cash	(9,582)
Cash at beginning of period	33,970
Cash at end of period	24,388

**Notes to Financial Statements**  
(Unaudited)

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**1. Summary of Business and Basis of Presentation**

Significant Accounting Policies

Telecommunications Service Center, Inc. ("The Company" or "TSC") is a facilities based carrier providing long distance telecommunications services including commercial and residential service, international call back long distance service, operator service for pay phones, prepaid phone cards, and enhanced services, such as voice and fax-mail services. The Company has high-volume, state-of-the-art Digital Switching equipment capable of accommodating growth. The Company is certified to do business in forty eight (48) states and is tariffed in forty two (42) states. It was certified as an "Alternative Local Exchange Carrier" (ALEC) to provide "Local Telephone Services" in the state of Florida in 1998 and is currently filing for ALEC certification in thirty (30) additional states. The Company is in a specialized telecommunications service industry. This industry segment is subject to certain competitive pressures.

Effective March 24, 1999, CyberSentry, Inc. ("CyberSentry") purchased all of the outstanding common stock of TSC for 1 million shares of CyberSentry common stock and 1 million shares of Class B preferred stock (\$1.50 stated value) valued at \$2,500,000. Additionally, CyberSentry provided a working capital line of credit in the amount of \$3,000,000. CyberSentry was incorporated in Delaware on August 21, 1998 as Telecommunications Services, Inc. ("TSI"). On November 30, 1998, TSI amended its certificate of incorporation to change the corporation's name to CyberSentry, Inc. CyberSentry's principal business includes the marketing and sale of CyberSentry software and two applications of Asynchronous Transfer Mode Technology. On May 7, 1998, TSC filed a voluntary petition (the "Petition") for relief under Chapter 11 of the United States Bankruptcy Code in the Middle District of Florida, Tampa Division. The Company thereafter operated its business in the ordinary course as debtors-in-possession subject to the jurisdiction of the Bankruptcy Court. On March 4, 1999, the Bankruptcy Court confirmed the Company's plan of reorganization. ("the Plan") and on March 14, 1999, the Plan became effective, pending the closing of the CyberSentry purchase.

The accompanying financial statements are unaudited; however, in the opinion of management, the accompanying unaudited financial statements reflect all adjustments necessary to present fairly the financial position of TSC and the results of its operations and its cash flows for the stated periods that have been included. These adjustments are of a normal recurring nature. Selected information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. Results for interim periods are not necessarily indicative of the results to be expected for an entire fiscal year. It is suggested that these condensed financial statements be read in conjunction with the audited financial statements and notes thereto as of and for the year ending December 31, 1998. The December 31, 1998 balance sheet was derived from audited financial statements as of that date.

CyberSentry, Inc.  
(a development stage enterprise)

**Balance Sheets**

	09/30/99 (Unaudited)	12/31/98
<b>Assets</b>		
<b>Current</b>		
Cash	\$31,775	\$ -
Accounts receivable, less \$100,167 allowance for doubtful accounts	266,599	-
Prepaid expenses and other assets	157,848	14,896
Other receivables	1,511	50,000
<b>Total current assets</b>	<b>457,733</b>	<b>64,896</b>
Excess of cost over fair value of net assets acquired, net of \$585,446 of accumulated amortization ATM Technology License, net of \$464,286 and \$142,857 of accumulated amortization in 1999 and 1998, respectively	10,720,786	-
CyberSentry Software License, net of \$428,572 and \$107,143 of accumulated amortization in 1999 and 1998, respectively	2,535,714	2,857,143
Equipment and leasehold improvements, net of accumulated amortization of \$1,400,066	2,571,428	2,892,857
Other assets	830,761	-
	26,312	-
	<b>\$17,142,734</b>	<b>\$5,814,896</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Current liabilities</b>		
Accounts payable	\$865,626	\$ -
Accrued expenses and other current liabilities	751,994	12,500
Current maturities of capital lease obligations	275,945	-
Due to stockholder	1,322,701	76,181
<b>Total current liabilities</b>	<b>3,216,266</b>	<b>88,681</b>
Obligations under capital	1,902	-
<b>Total liabilities</b>	<b>4,168,168</b>	<b>88,681</b>
Redeemable convertible preferred stock, \$.001 par value, 534,656 shares	801,984	-

CyberSentry, Inc.  
(a development stage enterprise)

**Balance Sheets, (Continued)**

Stockholders' Equity (Note 3)

Class A convertible redeemable participating preferred stock, \$.001 par value, 7,000,000 shares authorized, 3,916,522 shares in 1999 and 0 shares in 1998, issued and outstanding, aggregate liquidation value of \$5,874,783	3,916	-
Class B convertible redeemable participating preferred stock, \$.001 par value, 3,000,000 shares authorized, 3,000,000 shares in 1999 and 2,000,000 in 1998, issued and outstanding, aggregate liquidation value of \$4,500,000	3,000	2,000
Common stock, \$.001 par value, 30,000,000 shares authorized, 13,758,765 shares in 1999 and 12,000,000 shares in 1998, issued and outstanding	13,759	12,000
Additional paid-in capital	15,199,971	6,038,700
Deficit accumulated during the development stage	(555,667)	(326,485)
Accumulated deficit	(2,492,397)	-
<hr/>		
Total stockholders' equity	12,172,582	5,726,215
	<u>\$ 17,142,734</u>	<u>\$ 5,814,896</u>

CyberSentry, Inc.  
(a development stage enterprise)

Statements of Operations

	(Predecessor) For the three months ended 09/30/99 (Unaudited)	(Predecessor) For the nine months ended 09/30/99 (Unaudited)	For the three months ended 09/30/98 (Unaudited)	For the nine Months ended 09/30/98 (Unaudited)
Net Sales (Note 1)	497,132	\$1,590,528	\$4,888,668	\$19,400,635
Operating Expenses:				
Telecommunications costs (excluding depreciation and amortization, shown separately below)	357,366	1,269,635	4,560,096	18,074,073
Selling, general and administrative expenses	769,376	1,214,709	341,520	2,855,683
Depreciation and amortization	606,659	1,455,053	109,874	330,059
Total operating expenses	1,733,401	3,939,397	5,011,490	21,259,815
Other Expense:				
Interest expense	164,663	372,710	66,610	289,500
Total other expense	164,663	372,710	66,610	289,500
Net loss	\$(1,400,932)	\$(2,721,579)	\$(189,432)	\$(2,148,680)
Net loss per share				
Basic	\$ (.11)	\$ (.21)	\$ (94.72)	\$ (1,074.34)
Diluted	\$ (.11)	\$ (.21)	\$ (94.72)	\$ (1,074.34)
Weighted average number of outstanding shares				
Basic	13,108,288	13,108,288	2,000	2,000
Diluted	13,108,288	13,108,288	2,000	2,000

	For the period from August 21, 1998 (inception) through 09/30/98 (Unaudited)	Cumulative development stage enterprise through 03/24/99 (Unaudited)
Net Sales (Note 1)	\$ -	\$ -
Operating Expenses:		
Telecommunications costs (excluding depreciation and amortization, shown separately below)	-	-
Selling, general and administrative expenses	-	14,896
Depreciation and amortization	75,000	214,286
Total operating expenses	75,000	229,182
Other Expense:		
Interest expense	-	-
Total other expense	-	-
Net loss	\$(75,000)	\$(229,182)
Net loss per share		
Basic	\$ (.01)	
Diluted	\$ (.01)	
Weighted average number of outstanding shares		
Basic	5,048,782	
Diluted	5,048,782	

CyberSentry, Inc.  
(a development stage enterprise)

**Statements of Stockholders' Equity (Deficit)**  
(Note 3)

	Class A Preferred		Class B Preferred		Common	
	Shares	Amount	Shares	Amount	Shares	Amount
Balance at 01/01/99	-	-	2,000,000	2,000	12,000,000	12,000
Issuance of common stock in 01/99 at \$1.00/share	-	-	-	-	500,000	500
Issuance of common stock in purchase of TSC in 03/99 at \$1.00/share	-	-	-	-	1,000,000	1,000
Issuance of Class B preferred stock in purchase of TSC in 03/99 at \$1.50/share	-	-	1,000,000	1,000	-	-
Issuance of Class A preferred stock to unsecured creditors in 03/99 at \$1.50/share	3,361,232	3,361	-	-	-	-
Issuance of Class A preferred stock to Sprint and Westinghouse in 03/99 at \$1.50/share	555,290	555	-	-	-	-
Issuance of common stock to unsecured creditor in 03/99 at \$1.00/share	-	-	-	-	258,765	259
Issuance of stock options for 50,000 shares of common stock in 04/99	-	-	-	-	-	-
Issuance of stock options for 21,000 shares of common stock in July, August and September 1999	-	-	-	-	-	-
Net loss	-	-	-	-	-	-
<b>Balance at September 30, 1999 (unaudited)</b>	<b>3,916,522</b>	<b>\$3,916</b>	<b>3,000,000</b>	<b>\$3,000</b>	<b>13,758,765</b>	<b>\$13,759</b>

	Deficit Accumulated During Development Capital Stage		Accumulated Deficit	Total
Balance at January 1, 1999	6,038,700	(326,485)	-	5,726,215
Issuance of common stock in January 1999 at \$1.00/share	499,500	-	-	500,000
Issuance of common stock in purchase of TSC in March 1999 at \$1.00/share	999,000	-	-	1,000,000
Issuance of Class B preferred stock in purchase of TSC in March 1999 at \$1.50/share	1,499,000	-	-	1,500,000
Issuance of Class A preferred stock to unsecured creditors in March 1999 at \$1.50/share	5,038,488	-	-	5,041,849
Issuance of Class A preferred stock to Sprint and Westinghouse in March 1999 at \$1.50/share	832,380	-	-	832,935
Issuance of common stock to unsecured creditor in March 1999 at \$1.00/share	258,506	-	-	258,765
Issuance of stock options for 50,000 shares of common stock in April 1999	15,023	-	-	15,023
Issuance of stock options for 21,000 shares of common stock in July, August and September 1999	19,374	-	-	19,374
Net loss	-	(229,182)	(2,492,397)	(2,721,579)
Balance at September 30, 1999 (unaudited)	\$15,199,971	\$(555,667)	\$(2,492,397)	\$12,172,582

**CyberSentry, Inc.**  
(a development stage enterprise)

**Statements of Cash Flows**

	For the nine months ended 09/30/99 (Unaudited)	(Predecessor) For the nine months ended 09/30/98 (Unaudited)	Cumulative development stage enterprise through 03/24/99 (Unaudited)
<b>Operating Activities:</b>			
Net loss	\$ (2,721,579)	\$ (189,432)	\$ (229,182)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:			
Depreciation and amortization	1,455,053	109,874	214,286
Common stock/stock options granted for services	34,397	-	-
Bad debts	40,602	1,584,901	-
Changes in operating assets and liabilities, net of effects of acquisition and noncash transactions:			
Accounts receivable	(89,842)	(2,980,379)	-
Prepaid expenses and other assets	(98,248)	16,507	14,896
Other receivables	56,046	(3,333)	-
Other assets	83,734	(61,054)	-
Accounts payable	17,841	930,224	-
Accrued expenses and other current liabilities	(126,436)	724,600	-
<b>Total adjustments</b>	<b>1,479,769</b>	<b>321,340</b>	<b>229,182</b>
<b>Net cash (used in) provided by operating activities</b>	<b>(1,095,560)</b>	<b>131,908</b>	<b>-</b>
<b>Financing Activities:</b>			
Proceeds from issuance of common stock	500,000	-	-
Proceeds from factoring line of credit	-	231,687	-
Repayments of obligations under capital lease	(125,567)	(271,420)	-
Increase in due to stockholder	1,246,520	-	-
Net payments on line of credit	(282,000)	(48,872)	-
Payments on bank note payable	(211,618)	(50,073)	-
<b>Net cash provided by (used in) financing activities</b>	<b>1,127,335</b>	<b>(138,678)</b>	<b>-</b>
<b>Net increase in cash and cash equivalents</b>	<b>31,775</b>	<b>(6,770)</b>	<b>-</b>
Cash and cash equivalents at beginning of period	-	46,186	-
<b>Cash and cash equivalents at end of period</b>	<b>\$ 31,775</b>	<b>\$ 39,416</b>	<b>-</b>

CyberSentry, Inc.  
(a development stage enterprise)

Statements of Cash Flows

	For the nine months ended 09/30/99 (Unaudited)	(Predecessor) For the nine months ended 09/30/98 (Unaudited)	Cumulative development stage enterprise through 03/24/99 (Unaudited)
Supplemental Disclosures:			
Class B preferred stock issued in exchange for ATMTechnology License	\$ -	\$ -	\$ -
Common stock issued in exchange for CyberSentry Software	\$ -	\$ -	\$ -
Common stock issued in purchase of TSC	\$ 1,000,000	\$ -	\$ -
Class B preferred stock issued in purchase of TSC	\$ 1,500,000	\$ -	\$ -
Class A preferred stock issued in connection with TSC's plan of reorganization	\$ 5,874,784	\$ -	\$ -
Common stock issued in connection with TSC's plan of reorganization	\$ 258,765	\$ -	\$ -

Notes to Financial Statements  
(Unaudited)

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1. **Summary of Business and Basis of Presentation**

Significant Accounting Policies

CyberSentry, Inc. ("CyberSentry" or the "Company") was incorporated in Delaware on August 21, 1998 as Telecommunication Services, Inc. ("TSI"). On November 30, 1998, TSI amended its certificate of incorporation to change the Corporation's name to CyberSentry, Inc. CyberSentry's principal business includes telecommunications services, the development, marketing and sale of CyberSentry software and to sell two applications of Asynchronous Transfer Mode ("ATM") Technology.

The CyberSentry Software protects Internet commerce transactions by controlling access to both consumer credit information and content that can be downloaded via the Internet, i.e., games, CD's, videos, copyrighted information and other transactions. It also restricts the unauthorized redistribution of material to secondary recipients, such as passing along copies of protected material.

The two ATM applications are a fast packet digital switch and a set-top box. The fast packet digital switch is designed for small to medium size businesses. The device will allow a business to transmit voice, video and data over a local area network using the business' existing PABX infrastructure. The set-top box is designed for applications in the home. This device will allow for the delivery of voice, video and data into the home via the existing telephone line or via satellite.

Effective March 24, 1999, CyberSentry purchased all of the outstanding common stock of Telecommunications Service Center, Inc. ("TSC"), a Florida Corporation. TSC was operating as a debtor-in-possession under Chapter 11 of the United States Bankruptcy Code in the Middle District of Florida, Tampa Division. The Bankruptcy Court confirmed TSC's plan of reorganization ("the Plan") on March 4, 1999 and the Plan became effective March 14, 1999 (pending the acquisition by CyberSentry).

TSC is a facilities based carrier providing long distance telecommunications services including commercial and residential service, international call back long distance service, operator service for pay phones, prepaid phone cards, and enhanced services, such as voice and fax-mail services. TSC is in a specialized telecommunications service industry.

The accompanying financial statements are unaudited; however, in the opinion of management, the accompanying unaudited financial statements reflect all adjustments necessary to present fairly the financial position of CyberSentry and predecessor and the results of its operations and its cash flows for the stated periods that have been included. These adjustments are of a normal recurring nature. Selected information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. Results for interim periods are not necessarily indicative of the results to be expected for an entire fiscal year. It is suggested that these condensed financial statements be read in conjunction with the audited

**Notes to Financial Statements, Continued**  
(Unaudited)

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financial statements and notes thereto as of and for the year ending December 31, 1998. The December 31, 1998 balance sheet was derived from audited financial statements as of that date.

**2 Acquisition**

Effective March 24, 1999, CyberSentry purchased all of the outstanding common stock of TSC pursuant to the bankruptcy court's confirmation of TSC's plan of reorganization that was confirmed on March 4, 1999 and effective on March 14, 1999 (pending the acquisition by CyberSentry). CyberSentry is the surviving corporation in the purchase and the separate existence of TSC ceased. CyberSentry purchased all of the outstanding shares of TSC for common and preferred stock valued at \$2,500,000. The value of the common and preferred has been established based on the Company's purchase of the CyberSentry Technology, and the value ascribed to the Class B shares pursuant to the Plan of Reorganization, (see Note 2). The transaction was accounted for as a purchase and the excess of the purchase price (\$2,500,000) over the fair market value of the assets acquired (\$1,420,962) and liabilities assumed (\$10,227,194), of \$11,306,232 was recorded as excess of cost over fair value of net assets acquired and is being amortized on a straight line basis over 10 years.

As defined in TSC's plan of reorganization, CyberSentry Class A Preferred Shares were issued to the Class Five Creditors in accordance with the terms of the Plan. Additional common stock of CyberSentry was issued to the Class Five Creditors pursuant to the Rights Offering provided for in the Plan. Each CyberSentry common stock that was issued and outstanding immediately prior to the effective purchase date continued to be issued and outstanding. All issued and outstanding TSC common stock was converted into 1,000,000 common shares and 1,000,000 Class B Convertible Redeemable Preferred Stock of CyberSentry. The shares were issued to existing TSC shareholders on a pro rata basis in accordance with the Plan. For financial reporting purposes TSC is the predecessor company to CyberSentry. CyberSentry was a development stage enterprise in 1998 with minimal operations. Upon the acquisition of TSC, CyberSentry ceased to be a development stage enterprise.

As discussed, the acquisition was accounted for under the purchase method of accounting and the unaudited statement of operations for the nine months ended September 30, 1998 includes the operations of TSC from the date of acquisition (March 24, 1999) to September 30, 1999.

**Notes to Financial Statements, Continued**  
(Unaudited)

The following summarized unaudited pro forma results of operations have been prepared as if the acquisition of TSC had occurred January 1, 1999. The pro forma adjustments are for interest and amortization:

	For the nine months September 30, 1999 (Unaudited)
Revenues	\$ 2,401,844
Net loss	\$ (3,361,150)
Pro forma loss per share - basic and diluted	\$ (.25)
Weighted average number of common shares outstanding - basic and diluted	13,681,417

**3. Stockholders' Transactions in stockholders' equity during 1999 were as Equity follows (unaudited):**

- a) The Company issued 500,000 shares of common stock at a fair value of \$1.00 per share in exchange for cash of \$500,000.
- b) The Company issued 1,258,765 shares of common stock at a fair value of \$1.00 per share to previous shareholders and unsecured creditors of TSC, pursuant to the plan of reorganization and purchase.
- c) The Company issued 1,000,000 shares of Class B convertible redeemable participating preferred stock at a fair value of \$1.50 per share to previous shareholders of TSC pursuant to the purchase.
- d) The Company issued 4,451,178 shares of Class A convertible redeemable participating preferred stock at a fair value of \$1.50 per share to pre-petition creditors pursuant to TSC's plan of reorganization.
- e) The Company issued options to a non-employee to purchase 50,000 shares of common stock with an exercise price of \$1.10 per share, in exchange for services. The options were valued at \$15,023 using the Black Scholes Model.
- f) The company issued options to a non-employee to purchase 21,000 shares of common stock with an excise price of \$2.50 per share in exchange for services. The options were valued at \$19,374 using the Black Scholes Model.

**Notes to Financial Statements, Continued**  
(Unaudited)

**4. Segment**

The Company's reportable segments are strategic businesses Information that offer different products and services. They are managed separately because each business requires different technology and marketing strategies. The Company primarily evaluates the operating performance of its segments based on the categories noted in the table below. During 1999, the Company had no intercompany sales. There were no business segments during 1998 and financial information for the Company's business segments as of and for the period ended September 30, 1999 is as follows:

	For the nine months September 30, 1999 (Unaudited)
<b>Revenues</b>	
Telecommunications	\$ 1,590,528
Secured software	-
Product technology	-
Total revenues	\$ 1,590,528
<b>Net loss</b>	
Telecommunications	\$ (1,984,971)
Secured software	(415,179)
Product technology	(321,429)
Total net loss	\$ (2,721,579)
<b>Depreciation and amortization</b>	
Telecommunications	\$ 812,195
Secured software	321,429
Product technology	321,429
Total depreciation and amortization	\$ 1,455,053
<b>Interest expense, net</b>	
Telecommunications	\$ 372,710
Secured software	-
Product technology	-
Total interest expense, net	\$ 372,710
<b>Total assets</b>	
Telecommunications	\$ 11,941,841
Secured software	2,665,179
Product technology	2,535,714
Total assets	\$ 17,142,734
<b>Capital expenditures</b>	
Telecommunications	\$ -
Secured software	-
Product technology	-
Total capital expenditures	\$ -

**ATTACHMENT III - A**

**CYBERSENTRY, INC.**

**Financial Resources Statement**

CyberSentry, Inc. ("CyberSentry") is providing a Year To Date 1999 Financial Statement with this application. As can be seen in these statements, CyberSentry, Inc. meets the financial condition for a new corporation with a assets of over \$17,000,000 and a positive Stockholders Equity of over \$12,000,000.

CyberSentry proposes to operate as a reseller in the state. There are minimal capital requirements or expenses that the company will experience when starting it's Florida operations. All transmission will be provided by the underlying carrier. The company has structured its retail pricing so that its per minute rate covers its per minute cost, thus assuring an almost instantaneous positive cash flow. Any financial capital required by CyberSentry will be provided by outside financing, which the company is presently negotiating for, or additional paid in capital by the sole stockholder.

The company also points to the resumes provided with the application. These resumes show that CyberSentry has the managerial experience and entrepreneurial skill necessary to run the company.

**ATTACHMENT IV**  
**MANAGERIAL AND TECHNICAL CAPABILITIES**

**CyberSentry, Inc.**  
**Management Profiles**

**Gerald A. Resnick, Chairman of the Board, Chief Executive Officer**

Mr. Resnick has held these offices in CyberSentry since September and in the Company since the Merger. Mr. Resnick has practiced law for years, including engaging in the private practice of law from 1978 to and from 1985 to 1995. His practice has embraced all aspects of corporate tax law. He has represented major international corporations in and mergers, project finance, management of intellectual, governmental and regulatory and the management of labor negotiations. Mr. Resnick served as Counsel to the Jersey City Planning Board (1973-1978), as adviser to charitable foundations, and as special tax counsel to Kern, Augustine, & Schoppmann, P.C. (1995 to present), a law firm with offices in, N.J. and Lake Success, New York, specializing in the health. Mr. Resnick has extensive experience in creating successful prepaid and credit card telecommunications sales programs, many of which are marketed by major national and international financial institutions, is admitted and in good standing with the following legal bars: New Jersey, New York, Florida, U.S. Tax Court and U.S. Supreme Court.

Mr. Resnick graduated New York University with a B.A. in 1966, received his Juris Doctorate from Law School in 1969 and received a Master of Laws (Tax) from the of Miami School of Law in 1970. Mr. Resnick also sits on the Board of Directors of Lake Tel, Inc., a marketing company specializing in financial institutions and as counsel to several domestic and international telecommunications. Mr. Resnick was the co-founder of ION Technologies/Noise Cancellation, Inc., a company which is listed on the NASDAQ under the symbol and had served as a member of its Board of Directors from 1981 until 1985, as Vice President and General Counsel. During 1995, Mr. Resnick served as President and General Counsel of Public Switch Corp., a company engaged in marketing activities. Mr. Resnick has extensive experience in the sales and marketing of intellectual properties and the development of and development partnerships.

**Hal Shankland, Senior Vice President / Director**

Mr. Shankland served as President of TSC from July 1991 until the Merger and has held his current position with the Company since the Merger. He is an entrepreneur with over 25 experience with the computer and telecommunications industries. Mr. Shankland has worked with Litton Industries, Dyna Com and Hal & Associates, Inc. of Tampa, Florida. Mr. Shankland has been a consultant to numerous corporate clients, including Southern, Inc. As Senior Vice President of the Company, Mr. Shankland is for operational management of the telecommunications systems and new technologies. While serving in the U.S. Air Force, Mr. Shankland attended Florida State University and the University of Maryland.

CyberSentry, Inc.  
Management Profiles

**Kenneth Fedorcek, Vice President / Chief Financial Officer**

Mr. Fedorcek has served as Vice President and Chief Financial Officer of TSC from December 1997 until the Merger. He has held his current position with the Company since the Merger. He is a professional with over 25 years experience. From 1983 to 1990, Mr. Fedorcek was the Director of Accounting for Orange-Co, Inc., a large public, where his responsibilities included multiple divisions and the regulatory reports required of a public company. From 1990 to, he was the Finance Coordinator for the Chilled Products division of Seald-Growers, Inc. From 1992 to 1994, he was the Director of Finance for Gatsby Spa's Inc., a manufacturing firm. From 1994 to 1996, he was the Controller for Reilly Dairy & Food. From 1996 to 1997, he was Accounting Supervisor at Tiger Transportation Florida. Inc. Mr. Fedorcek currently has overall responsibility for cost controls for the Company. Mr. Fedorcek attended Dyke College and earned a Bachelor of Science degree in 1972.

**R. Kent Rutherford, Director of Switch Operations**

Mr. Rutherford served in this capacity with TSC from July 1998 until the Merger and has held his current position with the Company since the Merger. Mr. Rutherford has 37 years in the telecommunications industry. He began his career in the Repair Division of Mountain Bell (Bell Systems) in Albuquerque, New Mexico in 1959. He then moved up into the Central Office, technical division, then into Electronic Central Office, technical support. In 1976, Mr. Rutherford joined American Arabian Oil Company ("Arabian") as a Senior Electronic Technician. He was promoted to Senior Supervisor, Northern Switching, and then to Senior Supervisor of the Communications Department, Arabian Northern Region. In this capacity, Mr. Rutherford oversaw the performance of operations and switching systems, both onshore and offshore. These systems size from 120 lines to 45,000 lines and ranged from x-bar to digital. Mr. Rutherford worked at Arabian until July 1998 when he was at TSC.

CyberSentry, Inc.  
Management Profiles

**Aamir Qazi, Director of Management Information Systems**

Mr. Qazi held this capacity with TSC from August 1998 until the Merger and has held his current position with the Company since the Merger. Mr. Qazi has five years experience in research development of engineering, network and software. Prior to joining TSC in 1998, Mr. Qazi was an Assistant Professor at Institute where he taught systems and design. From December 1996 through 1998, he worked for Apollo International of Delaware, Inc. as a Digital Engineer working with algorithm development for Data Acquisition Systems. In 1996, Mr. Qazi worked in the development division of Lasergate Systems, Inc. January 1995 through May 1996, he worked for the University of South Florida, College of Public Health, as a Graduate Research Assistant. Mr. Qazi graduated from the University of South Florida in 1995 with a M.S.E.E. degree, he received a B.S.E.E. degree in 1992 from the University of Engineering Technology, Peshwar, Pakistan.

**Stacy Acampora, Executive Vice President of Marketing**

Ms. Acampora held this position with TSC from January 1998 until the Merger and has held her current position with the Company since the Merger. Ms. Acampora has been a marketing professional for over 16 years, which includes five in alternate channel sales. Ms. Acampora has a long list of achievements senior management positions with Advanced Telecommunications Corp. ("ATC") (now known as LDDS / Worldcom / MCI, Amnax) and Intermedia Communications, ("ICI"). From 1984 through December 1991, Ms. Acampora held several senior positions in marketing, regulatory and sales operation for ATC. From 1991 until December of 1993, Ms. Acampora served as the Director of and Product Planning for AMNEX, an Orlando-based operator service. From 1993 to December 1997, Ms. Acampora was Senior Director of Alternate Sales at ICI. Ms. Acampora attended Broward Community College and Atlantic University from 1980 through 1984.

**Steven Frank / Director**

Mr. Frank is the president and sole proprietor of P&F Realty, Inc., a corporation that acquires and renovates existing to moderate income residential properties in the South Florida area. Prior to forming P&F Realty, Inc. in 1989, Mr. Frank was an associate and analyst at Lyman Case & Company, in Ft. Lauderdale, Florida from 1982 through 1989. Mr. Frank graduated from Boston University with a B.A. in Political Science in 1975, Island University with an M.A. in Public Administration in 1976 and a J.D. Nova Law School in 1980.

CyberSentry, Inc.  
Management Profiles

**Philip E. Gambell, Director**

Phillip Gambell serves as a Director of CyberSentry, Inc. Mr. Gambell has over 15 years of telecommunications experience in international and domestic carrier sales, design and development. Currently, President of TOSA Enterprises, Inc., an international telecommunications consulting firm, which he founded in 1998. Gambell's clients include local exchange carriers, international service, operator service companies and telecommunications service bureaus. His client list includes Grande River Communications, Inc., WorldPort, Inc., Telenational Communications, Inc. and Gulf American. Prior to forming TOSA, he held national sales positions for sales with Westinghouse Communications, Inc. (1993-1996) and Digital, Inc. (1990-1993). From 1996 through 1998, Mr. Gambell served at WorldPort Communications, Inc., an international carrier. Mr. Gambell began his telecommunications career with U.S. Sprint (1984-1990) as major account manager, upon completing military career as a commissioned officer in the U.S. Marine Corps.

**ATTACHMENT V**  
**BANKRUPTCY ORDER**

CyberSentry, Inc.

&

Telecommunications Service Center, Inc.

UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
TAMPA DIVISION

In re:

TELECOMMUNICATIONS SERVICE  
CENTER, INC.,

Debtor.

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CASE NO.: 98-7835-SP1

CHAPTER: 11

**FINAL ORDER CONFIRMING DEBTOR'S SECOND  
AMENDED PLAN OF REORGANIZATION  
AS SUPPLEMENTED**

THIS CAUSE came on for hearing on February 3, 1999 and February 23, 1998, to consider confirmation of the Debtor's Second Amended Plan of Reorganization as Supplemented (the "Plan"). At the conclusion of the hearing, the Court has made findings of fact and conclusions of law stated orally and recorded in open Court. It is therefor,

ORDERED that:

1. The Court determines that all requirements of this Court's February 16, 1999 Order of Conditional Confirmation are satisfied.
2. The requirement of feasibility has been satisfied as the Debtor has shown that (i) all merger documents for the merger contemplated by the Plan and the Agreement and Plan of Merger dated as of January 22, 1999 between the Debtor and Cyber Sentry, Inc., (the "Agreement") have been executed, and that such documents will be filed with the Department of State in Delaware and Florida upon the entry of this Court's Final Confirmation Order and effectiveness of the Plan, (ii) this Court entered orders approving the settlements between the Debtor and RSL Com U.S.A., Inc., successor in interest to the telecommunications business formerly owned by CBS Corporation, and

MAR 05 1999

now doing business as Westinghouse Communications ("RSL" or "Westinghouse"), and between the Debtor and Sprint Communications Company L.P. ("Sprint") with respect to their claims for administrative expenses, (ii) all agreements providing for the payment of administrative expenses to RSL and to Sprint as well as all necessary documentation required under those agreements have been executed and delivered by the parties involved, (iv) all required tax returns for the period beginning May 7, 1998 have been filed with the United States and the Florida Department of Revenue, and (v) Debtor's counsel has certified to this Court that monies have been deposited for the payment of undisputed administrative expense claims.

3. The Second Amended Plan of Reorganization as supplemented is modified as orally amended by the Debtor at the hearing. The present text of Article IV, Class Two, is deleted and the following is substituted in lieu thereof:

(a) This Class shall be paid in full in sixty (60) equal monthly payments with the first payment due thirty (30) days after the Confirmation Date. Payments shall include interest calculated at 7% percent per annum compounded daily, penalties, and other amounts provided for in the Bankruptcy Code. All liens held by the Class Two creditors as of the date of the Petition herein shall be retained.

4. The Second Amended Plan of Reorganization is modified as orally amended by the Debtor at the hearing. The present text of Article III, Class Three, paragraph 3h., is deleted and the following is substituted in lieu thereof:

3b. SouthTrust Bank with a Demand Note in the approximate remaining principal amount of \$228,000 and an Installment Note in the approximate remaining principal amount of \$202,356.88 (collectively the "SouthTrust Notes"), both of which are secured by collateral comprising all of Debtor's equipment, excepting only that equipment, if any, subject to a pre-petition validly perfected purchase money security interest having priority over the security interest of SouthTrust Bank. The SouthTrust Notes shall continue to be paid in accordance with the terms of the contracts.

5. The Second Amended Plan of Reorganization is modified as orally amended by the

Debtor at the hearing, The present text of Article V, Class Three, is hereby deleted; and following the present text of Article IV, Class Two, the following paragraph is inserted:

Class Three: The Class 3a. and 3b. creditors shall be paid normal monthly payments in accordance with the terms of their contracts. All liens held by the Class Three creditors as of the date of the Petition herein shall be retained.

6. The Debtor's Second Amended Plan of Reorganization filed on December 4, 1998 (Document #156), as supplemented by the Supplement to the Second Amended Plan of Reorganization filed on December 21, 1998 (Document #166), and amended by the Order of Conditional Confirmation signed on February 16, 1999 (Document #204), and as previously set forth in paragraph numbers three, four, and five above, is hereby confirmed.

7. The issuance of shares pursuant to the Plan and the Agreement including shares issued to obtain capital in connection with the Plan and Agreement shall be exempt pursuant to 11 U.S.C. Sections 1145 and 364(f), including specifically an exemption from the registration requirements of the 1933 Securities Act.

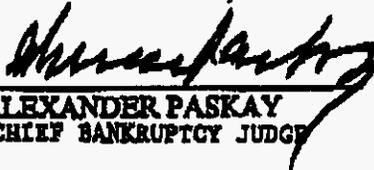
8. Counsel for the Debtor is directed to immediately serve a copy of this Order on all creditors using a current mailing matrix obtained from the Clerk of the Bankruptcy Court; and shall promptly file a Certificate of Service herein of such mailing.

9. From the date hereof, counsel for the Debtor has twenty days to file a fee application.

10. Debtor has thirty days from the date of this order to file any objections to claims.

DONE AND ORDERED at Tampa, Florida, on

March 4, 1999

  
ALEXANDER PASKAY  
CHIEF BANKRUPTCY JUDGE

**Copies to:**

**David W. Steen, Esq., 400 North Tampa Street, Suite 2450, Tampa, FL 33601.**  
**U.S. Trustee, 501 E. Polk Street, Tampa, FL 33602**  
**Telecommunications Service Center, Inc., 412 E. Madison, Suite 1200, Tampa, FL 33602**  
**John H. Mueller, Esq., P.O. Box 2939, Tampa, FL 33601-2939**  
**Dennis Ferguson, Esq. P.O. Box 2937, Tampa, FL 33601-2937**  
**John J. Lamoureux, Esq., P.O. Box 3239, Tampa, FL 33601**  
**Russell M. Blain, Esq., 110 East Madison St., Suite 200, Tampa, FL 33602-4700**  
**Scott Stigall, Esq., 601 Bayshore Boulevard, Suite 700, Tampa, FL 33606**  
**Robert L. Olsen, Esq., P.O. Box 1438, Tampa, FL 33601**  
**James D. Gibson, Esq., 1800 Second Street, Suite 901, Sarasota, Florida 34236**  
**Richard Malcoln, 401 E. Jackson St., Ste. 2700, Tampa, FL 33602**  
**Patricia Willing, Ass't U.S. Attorney, 400 N. Tampa St., Suite 3200, Tampa, FL 33602-4708**  
**Gordon Kjestor, Florida Department of Revenue, P.O. Box 2299, Mango, FL 33550-2299**  
**Irwin Latner, One Penn Plaza, Suite 2107, New York, New York 10119**

DIVISION OF COMMUNICATIONS  
BUREAU OF SERVICE EVALUATION

APPLICATION FORM  
for DEPOSIT  
D 2 2 5 \*

DATE  
JAN 1 0 2000

**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 Boulevard  
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:

**TECHNOLOGIES MANAGEMENT, INC.**  
P.O. BOX 200  
WINTER PARK, FL 32790-0200  
(407) 740-8575

**BANK OF AMERICA**  
WINTER PARK, FL 32789  
83-27/631

25191

1/7/2000

PAY TO THE ORDER OF Florida Public Service Commission

\$ \*\*250.00

Two Hundred Fifty and 00/100\*\*\*\*\*

**DOLLARS**  
Security features included.  
Details on back.

Florida Public Service Commission  
Records & Reporting  
2540 Shumard Oaks Blvd.  
Tallahassee, FL 32302-1500

**TECHNOLOGIES MANAGEMENT, INC.**

DOCUMENT NUMBER - DATE

00412 JAN 10 2000

MEMO Florida Public Service Commission

⑈025191⑈

REC-RECORDS/REPORTING