

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
SECTION A**

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

Part I : General Information

A. Name of Applicant **GANOCO, INC.**

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

Legal name of applicant, if different from above.

802 2cnd St N Suite A Safety Harbor, FL 34695

Address City State Zip

Tenn. Secretary of State Certificate of Authority ID _____

Federal Taxpayer ID Number **59-3547114**

Social Security Number for Applicants
Applying as Individuals

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:
AMERICAN DIAL TONE

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Address _____ City _____
State _____ Zip Code _____ Phone No. (____) ____ - _____
(Use additional pages if necessary)

*****IMPORTANT INFORMATION*****

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY
Docket Number. **01-00733**

Company ID Number **128736**
Date Approved _____
Evaluator _____

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address

NONE

- C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME	TITLE	SOCIAL SECURITY NUMBER
BUSINESS ADDRESS	PHONE No.	
HOME ADDRESS	PHONE No.	
EMPLOYMENT HISTORY		

Provide the above requested information on separate attachments.

See Attachment 1

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?

_____ **Yes** _____ **X** _____ **No If yes, please explain fully.**

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?

_____ **Yes** _____ **X** _____ **No If yes, please explain fully.**

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from

engaging in any conduct or practice related to the telecommunications business?

 Yes X No If yes, please explain fully

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. (Use additional pages if necessary)

NO

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. (Use additional pages if necessary)

NO

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

 YES X NO If yes, please explain fully.

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Larry Wright (727)723-8663 (727)669-9451

Name Phone No. Fax No.

(888) 950-8663 e-mail Address adt75@gte.net

(1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Stephen D Klein (727)723-8663 (727)669-9451

Name Phone No. Fax No.

(888) 950-8663 e-mail Address adt75@gte.net

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

(888)950-8663 (727)723-8663

PHONE NUMBER

ALTERNATE PHONE NUMBER

802 2nd St N Suite A

Safety Harbor

FL

34695

ADDRESS

CITY

ST

ZIPCODE

- (J) Provide the name and address of the registered agent for service of process:

BUSINESS FILINGS INCORPORATED

1900 CHURCH ST SUITE 400

NASHVILLE, TN 37203

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary)

Part II:

- A. Check the type of telecommunication services you plan to provide in Tennessee.
____ Resell Interexchange long distance services
____ Operator Services
☒ Resell local services
____ Other
(describe) _____
- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.**

NO

- B. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

FLORIDA

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary.

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.

See ATTACHEMENT 2

- C. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)

NONE

- E Areas in Tennessee to be served.

**WE WISH TO RESELL SERVICES THROUGHOUT THE ILEC
SERVICE AREAS WITHIN THE STATE OF TENNESSEE**

F What type of customers will the applicant serve?

- a. Business _____
- b. Residential X
- c. Aggregators _____
(e.g. Hotels, Payphones)
- d. Other (specify) _____

G Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount.

ONLY IF REQUIRED _____

H Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes _____ No X *selling prepaid services*

I Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II 1.

See Appendix II

J What is the applicant's 10XXX or 800 access code, if applicable? _____

1 Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

K Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? NO

L Whose facility-based network(s) will the applicant be reselling
The Incumbent Local Exchange Carriers

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly 2 ? NO

N Describe briefly how the applicant plans to market their services in Tennessee?

Printed Media such as free Papers/ Classified Advertising Papers, and Television

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

NONE

COMPANYNAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE

P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies. **BEFORE ANY CUSTOMER CAN SWITCH FROM ANOTHER COMPANY TO OUR SERVICE THEY MUST PREPAY THEIR ACTIVATION FEE**

Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company.
Yes _____ No _____
N/A AS A PREPAID COMPANY, WE BLOCK ALL VARIABLE CHARGE ITEMS SUCH AS COLLECT, INFORMATION, AND EXTENDED AREA CALLS.

² A copy of a bill is required if the applicant is going to bill the customer directly. **See ATTACHMENT 3**

R Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes X No _____
N/A Extended Area or Toll Calls are blocked with our prepaid service

Part III: Organization Structure

A. Applicant's organizational structure
☒ Corporation
☐ Publicly Traded Corporation
☐ Subsidiary of a Publicly Traded Corporation
☐ Limited Liability Corporation Attach a copy of the articles of organization and operating agreement along with amendments.
☐ Other Form of Corporation

List type S Corporation (Example S Corporation)
 Attach a copy of the charter, bylaws and/or certificate of incorporation.
ATTACHMENT 4

☐ Association Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

☐ Joint Stock Association Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.

☐ Trust Attach a copy of the trust agreement and Letter of Authorization from

Tennessee Secretary of State.

_____ Individual Attach a copy of the Letter of Authorization from Tennessee Secretary of State

SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

- (a) The date and state of formation/incorporation: October 15, 1998
(1) Parent Company, if applicable _____
(b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed. **ATTACHMENT 5**
(1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. **ATTACHMENT 6**

(d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange.

Ganoco, Inc. is an S Corporation, it is not publicly traded, nor is there any parent or subsidiary.

(e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application.

NONE

(f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

- B. _____ Proprietorship
_____ Partnership
_____ General Attach a copy of the partnership agreement along with any amendments.
_____ Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.
_____ Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

(a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.

(b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:

ATTACH ADDITIONAL PAGES AS NECESSARY

C. Number of employees: 8.

Employer Identification Number (E.I.N.) 59-3547114

Part IV: Financial Information

A. Address where business records are kept:

B. 802 2nd ST N Suite A

street

Safety Harbor

FL 34695

(727)723-8663

CITY

STATE ZIP CODE

PHONE NUMBER

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

(1) Fiscal year end: Month DEC Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:

NONE

(3) If applicable, name and address of independent certified public accountant: N/A

(4) Period covered by financial statement attached: January 2000 thru April 2001 see ATTACHMENT 7

D. Does the applicant currently have an internal auditor and/or internal audit program? NO If so, Name of internal auditor _____

E. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

NONE

Part VI: Rule Compliance Agreement

A. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?

X Yes _____ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? X Yes _____ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

_____ Signature	_____ Signature
_____ Printed Name	_____ Printed Name
_____ Signature	_____ Signature
_____ Printed Name	_____ Printed Name

For Corporations and Other Organizations

GANOCO, INC.
(NAME OF CORPORATION)

BY:

Lawrence L Wright
SIGNATURE
Lawrence L Wright
PRINTED NAME
Vice President
Title

ATTEST:

Kenneth R. King

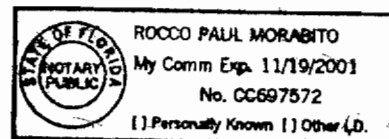
Title

On this the 16 day of August, 2001 before me, a Notary Public

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

Rocco Paul Morabito
Notary Public

Seal



Appendix I

Appendix I

**Appendix II
Informational Tariff Sheet**

	Description of Service	Applicant Proposed Price Charge to consumer	Dominant Carriers Price for similar service
	Non-Recurring Charges		
1	Set-Up Charge (local line) (per line)	89.99 or 69.99	49.05 to 53.65 (based on population)
2	Custom Calling Package (per line)	24.00	18.50
3	Call Waiting (per line)	8.00	3.00
4	Call Forwarding (per line)	8.00	4.00
5	3 Way Calling (per line)	8.00	4.50
6	Calling Number ID (per line)	10.00	7.00
	Recurring Charges - Monthly		
7	Local Line – Line Charge (per line)	29.99 or 36.99 depending on Set-Up Charge	7.55 to 12.15 (based on population)
8	Custom Calling Package (per line)	21.00	18.50
9	Call Waiting (per line)	5.00	3.00
10	Call Forwarding (per line)	5.00	4.00
11	3 Way Calling (per line)	5.00	4.50
12	Calling Number ID (per line)	10.00	7.00
	Directory Listings		
14	Recurring Charge: Non-Published Number	4.50	3.50
	Miscellaneous Fixed Non Recurring Charges		
15	Change Telephone Number (per line)	30.00	28.00
16	Transfer Service to new Address (per Line)	55.00	41.50

	Description of Service	Applicant Proposed Price Charge to consumer	Dominant Carriers Price for similar service
17	Reconnect Previous Customer (per line	28.00	28.00
18	Late Charge (per billing)	5.00	None
19	Toll Activity Charge (per billing)	15.00	0.00
20	Service Order Charge (per customer request for the receiving, recording, and processing of customer request to change services or add new or additional services)	25.00	20.00

3 Dominant Carrier (BellSouth)

Attachment 1
BACKGROUND SUMMARIES OF GANOCO MANAGEMENT

Attachment 1

Officers, Directors, & Key Stockholders

Stephen D Klein	President & Stockholder	
NAME	TITLE	SOCIAL SECURITY NUMBER
802 2 nd St N Suite A Safety Harbor, FL 34695		727-723-8663
BUSINESS ADDRESS		PHONE No.
1017 Wyndham Way Safety Harbor, FL 34695		727-723-8663
HOME ADDRESS		PHONE No.

EMPLOYMENT HISTORY

Began the company in 1998, and has successfully seen it grow.

Prior to starting the company, Steve was a consultant with a CLEC in Florida. He learned a great deal about the telecommunications industry and the opportunities available. With his knowledge of business and computers, he was confident he could build a successful company. He has nurtured American Dial Tone, and has been careful not to grow faster than the resources of the company would allow.

Before the consulting position, Steve Klein was President of One Stop Auto Parts, Inc. a Florida based auto parts chain doing approximately 26.5 million in business. He started with the company in 1982, and advanced until he became President of the company. He was largely responsible for the development of the computerized systems used at One Stop Auto Parts.

Lawrence L Wright	Vice President & Stockholder	496-60-1342
NAME	TITLE	SOCIAL SECURITY NUMBER
802 2 nd St N Suite A Safety Harbor, FL 34695		727-723-8663
BUSINESS ADDRESS		PHONE No.
12121 77 th St N Largo, FL 33771		727-515-6495
HOME ADDRESS		PHONE No.

EMPLOYMENT HISTORY

Prior to coming to American Dial Tone as Vice President in 1998 Larry was Vice President of Finance for One Stop Auto Parts. He started with One Stop to assist Steve in financial planning and goal setting. His extensive background covers a number of industries and roles within them.

In 1991 started Lawrence L Wright PA, consulting regarding computers, hardware, software development, specializing in accounting needs. In addition provided services to clients regarding business planning, Pro Form Financial Analysis (Financial Modeling), used in getting loans for their business, as well as the management of their business.

1988 – 1991 Vice President & CFO Business Consulting Group

1987 – 1988 Vice President of Administration and Controller of Al Capone's Pizza Franchise Division

Attachment 2
Complaint History

FLORIDA PUBLIC SERVICE COMMISSION
COMPLAINTS QUERY REPORT

04/27/2001

Division	Customer Name	Case No.	Utility	Code	Date Rec'd	Type	On-Time
CAF							
ALITA JONES		339682T	AMERICAN DIAL TONE	TX274	10/02/2000	GI-08	T
Date Closed: 10/23/2000	Assigned Analyst: ELLEN PLENDL						
Service/Billing: S	Savings: 70.00						
County: Hillsborough	Customer Phone: (813)-643-0072		Sent To Company: Y	Apparent Rule Violation: N	PSA: OTHER		
EVELYN REAVES							
Date Closed: 12/27/2000	Assigned Analyst: RANDY ROLAND	348055T	AMERICAN DIAL TONE	TX274	12/01/2000	GI-08	T
Service/Billing: S	Savings: 0.00						
County: Dade	Customer Phone: (305)-249-2648		Sent To Company: Y	Apparent Rule Violation: N	PSA: OTHER		
CHARLES MCLEAN							
Date Closed: 01/19/2001	Assigned Analyst: NANCY	356089T	AMERICAN DIAL TONE	TX274	01/17/2001	GI-08	T
Service/Billing: S	Savings: 0.00						
County: Hillsborough	Customer Phone: (813)-222-0586		Sent To Company: Y	Apparent Rule Violation: N	PSA: OTHER		
CAF	Total Cases: 3			CAF	Total Savings: 70.00		
	Total Cases: 3				Total Savings: 70.00		

Handwritten:
- 12-7
66a
15th
Vend

Attachment 3
Example of Bill

Monthly Service Reminder

COMPANY NAME

P.O. Box 1437

Safety Harbor, FL 34695

(888) 950-8663 • Toll Free Number

Reminder Date: 12 Jun 2001

Phone Number: 727 550 3730

Customer Number: 016270

Date Activated: 29 Jun 2000

W U Swiftpay No: 348905975

Customer Name

Customer Address

City State Zip Code

Prev Balance	Payments	Current Charges	Total Due	Date Due
42.74	39.80-	39.80	42.74	22 Jun 2001

MONTHLY CHARGES

INVOICE NUMBER: 01116357 DATED: 06-12-01

	QTY	PRICE	EXTENDED
A1 BASIC SERVICE	1	29.99	29.99
FCC ACCESS CHARGE	1	4.35	4.35
ST PETERSBURG PUB SER TAX	1	2.17	2.17
FEDERAL EXISE TAX	1	1.07	1.07
FL GROSS RECEIPTS	1	.89	.89
911 ACCESS	1	.50	.50
LOCAL NUMBER PORTABILITY	1	.36	.36
FED USF	1	.25	.25
MUNICIPAL FRANCHISE FEE	1	.14	.14
TELE/ACCESS CHARGE	1	.08	.08

SUBTOTAL FOR INVOICE NUMBER: 01116357

39.80 *

PAYMENT PROCEDURES

1. *** NO PERSONAL CHECKS ACCEPTED ***
2. Mail money orders to the above address.
3. Credit cards or debit cards.
4. Cash to your local payment center.
5. Western Union Swiftpay.

A \$5.00 LATE FEE is charged for all payments received after the due date.
TEMPORARY DISCONNECT: 5 days past due date. \$15.00 + \$5.00 to reconnect.
PERMANENT DISCONNECT: 7 days past due date. New Account Setup fee required.

Attachment 4
Certificate of Incorporation

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of GANOCO, INC., a corporation organized under the laws of the State of Florida, filed on October 15, 1998, as shown by the records of this office.

The document number of this corporation is P98000088466.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eighth day of June, 2001



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 15 AM 9:46

ARTICLES OF INCORPORATION
OF
GANOCO, INC.

The undersigned subscribers to these Articles of Incorporation natural persons competent to contract, hereby subscribed to and form a corporation for profit, under the Laws of the State of Florida.

I

NAME

The name of the corporation shall be Ganoco, Inc..
Its registered address shall be 1017 Wyndham Way, Safety Harbor, Florida 34695 and its registered agent shall be Stephen David Klein. The principal place of business is the same as the registered office.

II

NATURE OF BUSINESS

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seven Thousand-Five-Hundred (7,500) shares of Common Stock, each share having the par value of One (\$1.00) Dollar.

IV

INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is Seven Thousand Five Hundred (\$7,500) Dollars.

V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

VI

DIRECTOR

The corporation shall have one director initially, whose name and street address is as follows:

Stephen David Klein
1017 Wyndham Way
Safety Harbor, FL 34695

VII

SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation are as follows:

Stephen David Klein
1017 Wyndham Way
Safety Harbor, FL 34695

In Witness Whereof, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, This 13th Day of October 1998.

I UNDERSTAND AND ACCEPT THE DUTIES AS REGISTERED
AGENT FOR THE ABOVE MENTIONED CORPORATION.

Stephen D. Klein (SEAL)

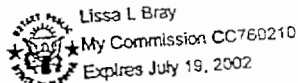
STATE OF FLORIDA

COUNTY OF PINELLAS

Before me personally appeared STEPHEN DAVID KLEIN to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in Pinellas county, the State of Florida this 13th day of October, 1998.

Lissa L. Bray NOTARY PUBLIC



Attachment 5
Florida Certificate of Good Standing

State of Florida



Department of State

I certify from the records of this office that GANOCO, INC., is a corporation organized under the laws of the State of Florida, filed on October 15, 1998.

The document number of this corporation is P98000088466.

I further certify that said corporation has paid all fees due this office through December 31, 2001, that its most recent annual report/uniform business report was filed on April 18, 2001, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-first day of May, 2001



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

Attachment 6
Tennessee Certificate of Authority

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 06/14/01
REQUEST NUMBER: 4227-0679
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 06/14/01 0816
EFFECTIVE DATE/TIME: 06/14/01 0816
CONTROL NUMBER: 0409753

TO:
GANOCO, INC.
802 2ND ST N
STE A
SAFETY HARBOR, FL 34695

RE:
GANOCO, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 06/14/01

FROM:
GANOCO INCORPORATED
802 A SECOND ST NORT

SAFETY HARBOR, FL 34695-0000

RECEIVED: FEES \$500.00 \$0.00
TOTAL PAYMENT RECEIVED \$500.00

RECEIPT NUMBER: 00002894855
ACCOUNT NUMBER: 00369796



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

2001 JUN 14

For Office Use Only

AM 8:16

STATE

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is GANOCO, INC.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is PINELLAS COUNTY, FLORIDA

3. The date of its incorporation is OCTOBER 15, 1998 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is
802 2ND ST N SUITE A SAFETY HARBOR FL 34695

Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

1900 CHURCH ST SUITE NASHVILLE TN 37203

Street City State/Country Zip Code

Registered Agent BUSINESS FILINGS INCORPORATED

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

STEPHEN D KLEIN 1017 WYNDHAM WAY SAFETY HARBOR FL 34695

LAWRENCE L WRIGHT 12121 77TH ST N LARGO FL 33771

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

STEPHEN D KLEIN 1017 WYNDHAM WAY SAFETY HARBOR FL 34695

LAWRENCE L WRIGHT 12121 77TH ST N LARGO FL 33771

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

06/11/01

Signature Date

VICE PRESIDENT

Signer's Capacity

GANOCO, INC

Name of Corporation

Signature

LAWRENCE L WRIGHT

Name (typed or printed)

Attachment 7
Unaudited Financial Statements

Ganoco, Inc.
Profit and Loss - Unaudited
 January through June 2001

	Jan - Jun '01
Ordinary Income/Expense	
Income	
Customer Refund	-69.99
Fees	-192.45
Miscellaneous Income	139.39
Sales	
Monthly Recurring	364,718.73
Non Recurring	62,261.18
Sales - Other	0.00
Total Sales	426,979.91
Total Income	426,856.86
Cost of Goods Sold	
Calling Card Costs	560.55
Line Charges for Customers	215,381.38
Total COGS	215,941.93
Gross Profit	210,914.93
Expense	
Advertising	21,548.31
Automobile Expense	3,233.08
Bank Charges	557.13
Casual labor	3,709.52
Commission	11,453.49
Contributions	2,635.00
Credit Card Fees	5,401.01
Dues and Subscriptions	347.26
Insurance	
Health Insurance	1,684.06
Total Insurance	1,684.06
Interest Expense	
PENALTIES	359.22
Interest Expense - Other	625.40
Total Interest Expense	984.62
Licenses and Permits	2,178.16
MARKETING COSTS	0.00
Miscellaneous	-5.46
Office Supplies	2,894.07
Payroll Expenses	49,036.48
Payroll Taxes	
State Unemployment	880.80
Total Payroll Taxes	880.80
Postage and Delivery	3,820.18

Ganoco, Inc.
Profit and Loss - Unaudited
 January through June 2001

	Jan - Jun '01
Professional Fees	
Accounting	13,200.00
Legal Fees	710.00
Programming	5,191.00
Professional Fees - Other	8,000.00
Total Professional Fees	27,101.00
Rent	6,744.56
Repairs	
Equipment Repairs	133.75
Janitorial Exp	165.00
Total Repairs	298.75
Taxes	
State	155.00
Total Taxes	155.00
Telephone	7,531.17
Travel & Ent	
Meals	151.98
Travel	1,702.64
Total Travel & Ent	1,854.62
Uncategorized Expenses	0.00
Utilities	
Gas and Electric	1,195.94
Total Utilities	1,195.94
Total Expense	155,238.75
Net Ordinary Income	55,676.18
Other Income/Expense	
Other Income	276.73
Interest Income	1,634.57
Other Income	
Total Other Income	1,911.30
Net Other Income	1,911.30
Net Income	57,587.48

Ganoco, Inc.
Balance Sheet Unaudited
 As of June 30, 2001

	Jun 30, '01
ASSETS	
Current Assets	
Checking/Savings	3.62
A/R Agents	64,093.99
First Union	
Total Checking/Savings	64,097.61
Accounts Receivable	-912.01
Accounts Receivable	-912.01
Total Accounts Receivable	
Total Current Assets	63,185.60
Fixed Assets	
Accumulated Depreciation	-1,217.00
Furniture, Fixtures, & Equipmen	9,508.31
Leasehold Improvements	1,445.00
Total Fixed Assets	9,736.31
Other Assets	
Accumulated Amortization	-79.00
Deposit	2,259.00
Organization Costs	378.75
Total Other Assets	2,558.75
TOTAL ASSETS	75,480.66
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	53,153.28
Accounts Payable	
Total Accounts Payable	53,153.28
Other Current Liabilities	
Payroll Liabilities	3,368.69
Payroll Taxes Payable	-1,103.19
Sales Tax Payable	9,158.15
Total Other Current Liabilities	11,423.65
Total Current Liabilities	64,576.93
Total Liabilities	64,576.93
Equity	
Common Stock	1,000.00
Opening Bal Equity	-2,289.87
Retained Earnings	-45,393.88

08/15/01

Ganoco, Inc.
Balance Sheet Unaudited
As of June 30, 2001

	Jun 30, '01
Net Income	57,587.48
Total Equity	10,903.73
TOTAL LIABILITIES & EQUITY	75,480.66

Ganoco, Inc.
Profit and Loss - Unaudited
 January through December 2000

	Jan - Dec '00
Ordinary Income/Expense	
Income	
Fees	-549.69
Miscellaneous Income	240.05
Sales	
Monthly Recurring	367,345.36
Non Recurring	182,876.92
Sales - Other	0.00
Total Sales	550,222.28
Uncategorized Income	53.32
Total Income	549,965.96
Cost of Goods Sold	
Calling Card Costs	475.81
Line Charges for Customers	296,189.29
Total COGS	296,665.10
Gross Profit	253,300.86
Expense	
Advertising	50,317.93
Amortization Expense	79.00
Automobile Expense	7,064.45
Bank Charges	431.90
Casual labor	5,121.75
Commission	18,073.35
Contributions	565.00
Credit Card Fees	3,516.89
Depreciation Expense	1,217.00
Dues and Subscriptions	181.22
Insurance	1,748.03
Interest Expense	
Finance Charge	29.55
PENALTIES	264.47
Interest Expense - Other	5,553.37
Total Interest Expense	5,847.39
Licenses and Permits	65.00
MARKETING COSTS	4,615.91
Miscellaneous	-3.51
Office Supplies	8,452.90
Payroll Expenses	57,387.09
Payroll Taxes	
FICA ER	1.87
State Unemployment	524.55
Total Payroll Taxes	526.42

Ganoco, Inc.
Profit and Loss - Unaudited
 January through December 2000

	Jan - Dec '00
Postage and Delivery	5,304.64
Professional Fees	
Accounting	43,440.00
Legal Fees	234.00
Programming	11,896.28
Professional Fees - Other	3,000.00
Total Professional Fees	58,570.28
Referral Allowance	940.00
Rent	9,202.00
Repairs	
Computer Repairs	80.22
Equipment Repairs	193.59
Repairs - Other	258.67
Total Repairs	532.48
Taxes	
State	150.00
Taxes - Other	51.12
Total Taxes	201.12
Telephone	11,233.59
Travel & Ent	
Meals	119.84
Travel	2,269.85
Travel & Ent - Other	229.21
Total Travel & Ent	2,618.90
Uncategorized Expenses	0.00
Utilities	
Gas and Electric	1,504.15
Total Utilities	1,504.15
Total Expense	255,314.88
Net Ordinary Income	-2,014.02
Other Income/Expense	
Other Income	1,845.88
Total Other Income	1,845.88
Net Other Income	1,845.88
Net Income	<u><u>-168.14</u></u>

Ganoco, Inc.
Balance Sheet Unaudited
 As of December 31, 2000

	Dec 31, '00
ASSETS	
Current Assets	
Checking/Savings	9,639.17
A/R Agents	56,227.60
First Union	65,866.77
Total Checking/Savings	
Accounts Receivable	-35,944.40
Accounts Receivable	-35,944.40
Total Accounts Receivable	
Total Current Assets	29,922.37
Fixed Assets	
Accumulated Depreciation	-1,217.00
Furniture, Fixtures, & Equipment	896.00
Leasehold Improvements	1,445.00
Total Fixed Assets	1,124.00
Other Assets	
Accumulated Amortization	-79.00
Deposit	2,259.00
Organization Costs	378.75
Total Other Assets	2,558.75
TOTAL ASSETS	33,605.12
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	47,636.01
Accounts Payable	47,636.01
Total Accounts Payable	
Other Current Liabilities	
Payroll Liabilities	2,703.99
Payroll Taxes Payable	0.00
Sales Tax Payable	4,608.07
Total Other Current Liabilities	7,312.06
Total Current Liabilities	54,948.07
Long Term Liabilities	
Loan Payable S Klein	18,203.01
Total Long Term Liabilities	18,203.01
Total Liabilities	73,151.08

Ganoco, Inc.
Balance Sheet Unaudited
As of December 31, 2000

	Dec 31, '00
Equity	
Common Stock	1,000.00
Retained Earnings	-40,377.82
Net Income	-168.14
Total Equity	-39,545.96
TOTAL LIABILITIES & EQUITY	33,605.12