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AZ CORP COMMISSION
DOCUMENT CONTROL

americas.com

incorporated

A Data & Telecommunications Company

**IN THE MATTER OF THE APPLICANT, AMERICAS.COM, INCORPORATED WHO IS
PETITIONING THE PUBLIC UTILITY COMMISSION OF THE STATE OF ARIZONA FOR
AWARD OF A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY AUTHORITY
TO SERVE THE PUBLIC INTEREST IN THE AREA OF TELECOMMUNICATIONS**

NOVEMBER 2, 1999

americas.com incorporated

63 South Harrison Street, Suite 800
Denver, Colorado 80209

americas.com Incorporated

63 South Harrison Street Suite B
Denver, Colorado 80209
Tel: 303.331.9874 Fax: 303.316.0309

COVER SHEET

ARIZONA CORPORATION COMMISSION
DOCKET CONTROL CENTER

CASE/COMPANY NAME:

DOCKET NO.

Americas.Com, Incorporated

1999 NOV -4 P 12:19

D/B/A or RESPONDENT:

Americas.COM, Incorporated

AZ CORP COMMISSION
DOCUMENT CONTROL

NATURE OF ACTION OR DESCRIPTION OF DOCUMENT

Please mark the item that describes the nature of the case/filing:

01 UTILITIES - NEW APPLICATIONS

- NEW CC&N
RATES
INTERIM RATES
CANCELLATION OF CC&N
DELETION OF CC&N (TERRITORY)
EXTENSION OF CC&N (TERRITORY)
TARIFF - NEW (NEXT OPEN MEETING)
REQUEST FOR ARBITRATION
(Telecommunication Act)
FULLY OR PARTIALLY ARBITRATED
INTERCONNECTION AGREEMENT
(Telecom. Act.)
VOLUNTARY INTERCONNECTION
AGREEMENT (Telecom. Act)
MAIN EXTENSION
CONTRACT/AGREEMENTS
COMPLAINT (Formal)
RULE VARIANCE/WAIVER REQUEST
SITING COMMITTEE CASE
SMALL WATER COMPANY -SURCHARGE (Senate Bill 1252)
SALE OF ASSETS & TRANSFER OF OWNERSHIP
SALE OF ASSETS & CANCELLATION OF CC&N
FUEL ADJUSTER/PGA
MERGER
FINANCING
MISCELLANEOUS
Specify

02 UTILITIES - REVISIONS/AMENDMENTS TO PENDING OR APPROVED MATTERS

- APPLICATION COMPANY DOCKET NO.
TARIFF
PROMOTIONAL
DECISION NO.
DOCKET NO.
COMPLIANCE
DECISION NO.
DOCKET NO.

SECURITIES or MISCELLANEOUS FILINGS

- 04 AFFIDAVIT
12 EXCEPTIONS
18 REQUEST FOR INTERVENTION
48 REQUEST FOR HEARING
24 OPPOSITION
50 COMPLIANCE ITEM FOR APPROVAL
32 TESTIMONY
47 COMMENTS
29 STIPULATION
38 NOTICE OF INTENT
(Only notification of future action/no action necessary)
43 PETITION
46 NOTICE OF LIMITED APPEARANCE
OTHER
39 Specify

November 2, 1999

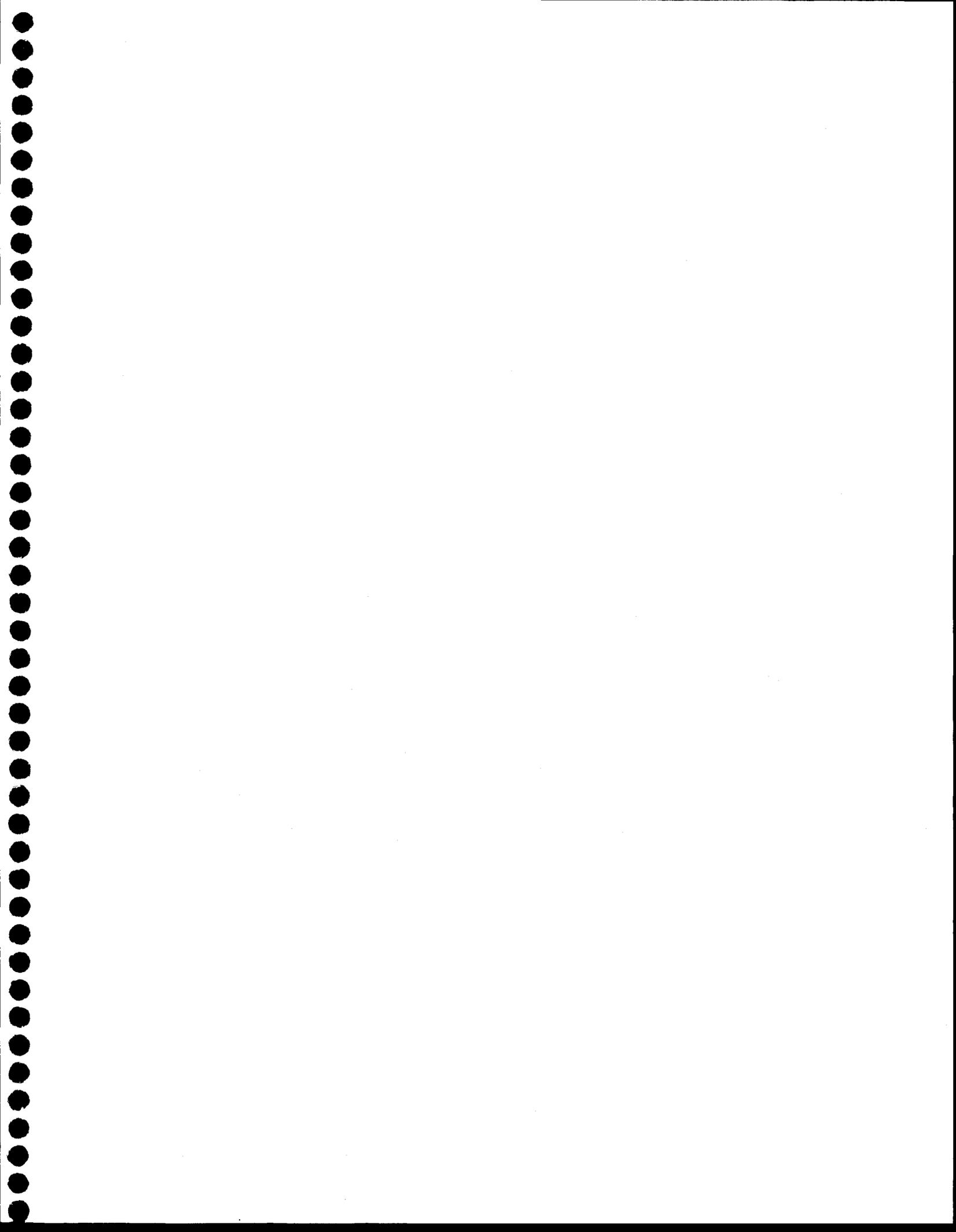
Date

Americas.Com, Inc./William C. Correll, CEO/atty: WALTERS & JOYCE, 2015 York St., Denver, CO 80202

Print Name of Applicant/Company/Contact person/Respondent/Atty.
William C. Correll: 303-331-9874, 303-521-6699, FAX: 303-316-0309

Phone

PLEASE SEE NOTICE ON REVERSE SIDE



americas.com™
incorporated

An Internet and Long Distance Company

November 2, 1999
Docket Control Center; New Applications; attn: Sally
Arizona Corporation Commission
1200 West Washington St.
Phoenix, Arizona 85007

**RE: THE MATTER OF AMERICAS.COM. INCORPORATED'S APPLICATION
FOR A NEW CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY
FOR A FACILITIES BASED COMPETITIVE LOCAL EXCHANGE OPERATOR**

Dear Ms. Reynolds:

americas.com Incorporated hereby submits an original application and ten copies for a Facilities Based Competitive Local Exchange Certificate of Public Convenience and Necessity.

This Application consists of a title page, an affidavit, and the required, properly completed attachments.

Ten sets (one original and nine copies) of the application and attachments are submitted and meet the following disclosure requirements:

- a. type of service to be provided;
- b. financial statements;
- c. copy of Articles of Incorporation;
- d. 800 customer service number;
- e. facts to establish technical competence;

Please acknowledge receipt of this filing by date stamping and returning the additional copy of this letter in the self-addressed envelope provided.

Thank you for your assistance. If you should have any questions, please do not hesitate to call.

Sincerely,



William Charles Correll
President/CEO, americas.com, Incorporated
Enclosures

americas.com Incorporated
www.dslamericas.com

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Denver, Colorado 80209
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APPLICANT Americas.Com, Incorporated

Representative to contact about this application:

NAME William Charles Correll III TITLE: President/CEO
ADDRESS: 63 South Harrison Street, Unit B Denver, CO 80209
TELEPHONE: 303-331-9874 FAX: 303-316-0309

AFFIDAVIT

STATE OF COLORADO

§

COUNTY OF DENVER

§

§

1. My name is William Charles Correll III. I am President & CEO of Applicant Americas.Com, Incorporated. I swear or affirm that I have personal knowledge of the facts stated in this application for a Certificate of Public Convenience and Necessity, that I am competent to testify to them, and that I have the authority to make this application on behalf of Applicant. I further swear or affirm that all of the statements and representations made in this application for a Certificate of Public Convenience and Necessity are true and correct. I swear or affirm that Applicant understands and will comply with all requirements of law applicable to a Certificate of Public Convenience and Necessity.

Vickie Johnson
NOTARY PUBLIC

William Charles Correll III
Signature

William Charles Correll III
Typed or Printed Name

1. Description of Applicant:

(a) legal name and all assumed names under which Applicant conducts business, if any;

Americas.Com, Incorporated

(b) address of principal office and business office;

63 South Harrison Street, Suite B, Denver, Colorado 80209-3181

(b) telephone number of principal office and business office;

303.331.9874

(c) form of business (corporation, partnership, or sole proprietorship) and date business was formed;

Corporation, May, 1999

(e) name, address, and office address of each director, officer, or partner;

William Charles Correll III, 63 So. Harrison St. Ste B, Denver, Co 80209-3181,

John P. Groves, 2194 North West 135 st Street, Clive, IA 50325 (515) 225-0316

(f) name, address, and office address of each of the five largest shareholders, if not publicly traded;

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William Charles Correll III, 63 So. Harrison St. Ste B, Denver, Co 80209-3181,

John P. Groves, 2194 North West 135 st Street, Clive, IA 50325 (515) 225-0316

(g) legal name of parent company, if any, and a description of its primary business interests; and,
No parent company.

(h) legal name of all affiliated companies that are public utilities or that are providing telecommunications services.

Americas.com Incorporated is certified to provide local CLEC services in the State of Colorado and holds a FCC 214 facilities based domestic and international long-distance license.

1. Name, address, and telephone number of attorney or authorized representative that Public Utility Commission (the Commission) staff should contact for further information on this application.

**Craig Joyce, Esq. WALTERS & JOYCE, PC. 2015 York Street, Denver, CO 80205
TELEPHONE: 303-322-1404; FAX: 303-377-5668**

2. The name in which Applicant wants the Commission to issue its Certificate:

Americas.Com Incorporated

3. Detailed description of the telecommunications services to be provided.

A. Local Telephone Services

Products:

- **Business Exchange Lines & Features**
- **PBX Trunks & Features: Analog & Digital Switched Services**
- **Direct Inward Dialing (DID) Numbers & Trunks**
- **Remote Call Forwarding**
- **Screening & Restriction Services**

B. Long Distance Services

Products:

- **Outbound Long Distance (1+ Dialing Switched Services)**
- **Dedicated Calling Services**
- **Toll-Free Services**
- **Travel Cards**
- **Data Services**

C. Frame Relay Services

Products:

- **Local Area Network (LAN) Interconnection**
- **Internet Access**
- **Voice & Video Communications**
- **Point-of-Sale & Legacy Networks**

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- Network Management

D. Consumer DSL Services

Package includes:

- Choice of speed
- static IP Address
- POP email accounts
- Domain Name registration

Package	Technology
384K/128K	ADSL
768K/384K	ADSL

E. Business DSL Service Option

Business DSL service will include Internet access with download speeds of up to 7 Mbps. Package includes:

- Static IP Addresses
- POP email accounts
- Domain Name registration
- NNTP news feed

Package	Technology
128K/128K	IDSL
144K/144K	IDSL
192K/192K	SDSL
256K/256K	SDSL
384K/384K	SDSL
512K/512K	SDSL
768K/768K	SDSL
1.0M/1.0M	SDSL
1.1M/1.1M	SDSL
1.5M/384K	ADSL
1-2M/1.0M	ADSL
2-3M/1.0M	ADSL
3.0M/1.0M	ADSL
5.0M/1.0M	ADSL
7.0M/1.0M	ADSL

Note:

Term/Volume Discounts are available on NRC's

Customers will be billed by InterNIC for the domain name service registration

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Arizona PUC Application for Certificate of Public Convenience and Necessity

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Customers may purchase additional email accounts and IP addresses

F. Business Data Solutions: ATM Service

ATM service features:

- Single, flexible network for voice, data and video traffic
- Class-of-service support for multimedia applications
- Scalable speeds from T-1/E-1 to OC-3 (155 mbps)

Customized communications

ATM services provide five different access levels;

- Constant bit rate (CBR)
- Variable bit rate — non real time (VBR-NRT)
- Variable bit rate — real time (VBR-RT)
- Available bit rate (ABR)
- Unspecified bit rate (UBR)

Flexible connectivity

ATM services support both Permanent Virtual Connections (PVC) and Switched Virtual Connections (SVC). With SVCs, a customer will pay only for the amount of data you send.

G. Business Data Solutions: Frame Relay Service

Frame relay features include:

- Usage-based billing, so you never pay for network time you don't use
- Port speeds from DS-0 (56/ 64Kbps) to DS-3 (45Mbps)
- Bandwidth-on-demand burst capability
- Self-healing system delivers outstanding availability
- ANSI and ITU-T frame relay standard compliant
- 24-hour, 365 day network management via americas.com's Network Operating Center

H. Business Data Solutions: Private Line Service

Dedicated point-to-point

Private Line Service — a dedicated point-to-point technology — comprises a full range of products, service options and transmission speeds for voice, data, video and fax applications.

We also will offer:

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- Line Speeds from DS-0 to OC-n

Single point of contact

We will provide a single point-of-contact for planning, ordering, installing, billing, maintaining and managing private line service.

6. Copies of a scaled map of the geographic area for which the Certificate is requested is attached.

Technical Qualifications

7. Applicant will rely on an underlying carrier to provide local exchange service, basic local telecommunications service and switched access service in the proposed area, the carrier is:

US WEST COMMUNICATIONS.

8. Applicant's technical qualifications to provide the local exchange service, basic local telecommunications service and switched access service proposed in this application are as follows:

Management and Technical resources within the Company have worked for: US West (a leading Regional Bell Operating Company and leading long-distance and local exchange carrier in the United States), AT&T, (leading long-distance and local exchange carrier Internationally), TeleWest (a leading local exchange carrier and video services provider in the United Kingdom), High Speed Access Corporation (a leading provider of high-speed data services throughout the United States), United Pan Europe Communications (a leading local exchange carrier, video services provider and provider of high-speed data services Internationally).

Applicant currently holds a Certificate of Public Convenience to provide telecommunications services in the State of Colorado (CLEC) and a FCC License to provide telecommunications services Domestically and Internationally (Facilities Based Domestic and International Long-Distance Reseller's License (214).

Applicant never has had any permit, license or certificate denied or revoked by any state.

Individual resumes setting forth the qualifications of Applicant's key personnel are Attached.

Financial Qualifications

9. **Applicant has no affiliates that provide telecommunications services in Arizona. Applicant is not relying on a third party, including a parent, subsidiary, or affiliate company, to support its financial ability to provide the services covered by this application.**

Applicant will rely on: Equity Investment from President and CEO William Charles Correll III, Debt in the form of equipment financing from Lucent Technologies and Credit for Telecommunications services from Williams Communications.

Americas.com, Incorporated has significant and long-standing relationships with Lucent Technologies and fully expects that this source will commit to and finance the necessary portions of

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the Company's growth and development through equipment financing as envisioned by the Company.

Williams Communications has forwarded a Credit Application for the Company and the Company expects to execute this agreement in the next 60 days.

America Express BDA has been contracted by the company to find suitable sources of debt for operations and expansion.

The Companies mentioned, have been fully apprised of the Company's financial requirements and forecast revenues and have made "soft commitments" to Americas.Com for financial backing.

The Company will continue to pursue other alternative providers of financial resource and will not be delayed in deployment or quality of operations in the case that any or all of the third parties do not support the Company financially.

10. Evidence of Applicant's financial qualifications.

Sworn letters of guaranty from third parties on which Applicant is relying for financial support in the amount of \$375,000.00 from William Charles Correll III and evidence of his personal financial position are attached.

Neither Applicant, nor any third party on which Applicant is relying for financial support, is currently under the protection of the federal bankruptcy laws or has been under the protection of the federal bankruptcy laws in the past two years.

11. 800 Customer Service Number:

The Toll Free Customer Service Number is: 888-868-6011.

Other

12. Applicant is required to provide copies of Articles of Incorporation.

Applicant has included copies in this Application.

13. Are any Directors, officers or partners in the organization convicted felons?

No directors, officers or partners in the organization have been or are convicted felons.

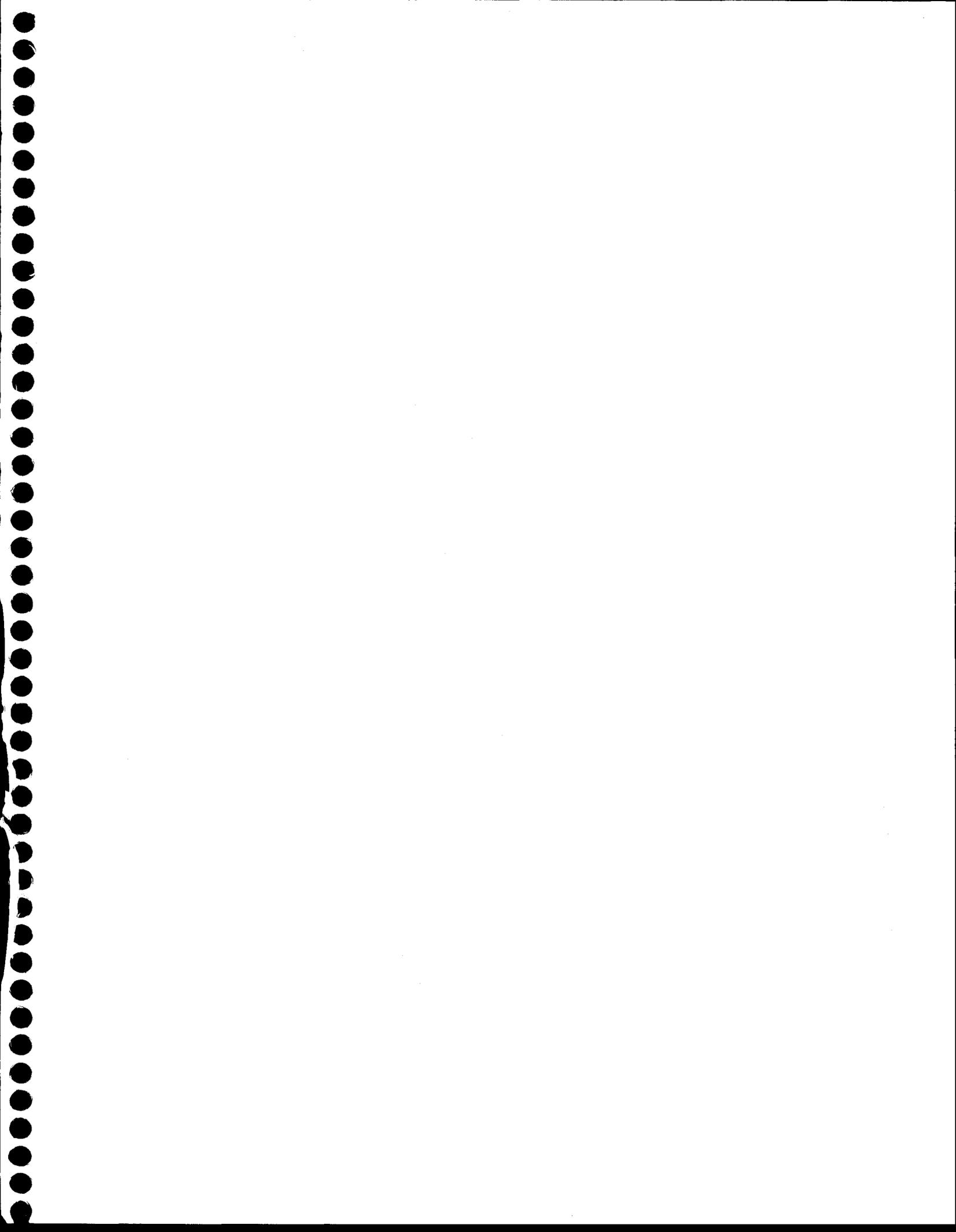
Optional

14. Additional information that Applicant believes may be relevant to Applicant's qualifications to provide the proposed service.

See Attached.

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William Charles Correll

63 S. Harrison St., "B"
Denver, Colorado 80209

303.521.6699 (H) 316.0309 (F)
email: c_correll@hotmail.com

PROFESSIONAL SUMMARY

Possess over sixteen years of significantly increasing responsibility and expertise in all areas of project management, business development, strategic planning and marketing management including: new business / new technology applications, product development and management, roll-out, research, rebranding and acquisition analysis.

SKILLS

- **Project Management:** Experienced veteran leader of Technical, Financial, Acquisition and Divestiture teams.
- **Financial:** Strong understanding and experience of all aspects of Finance, Analysis, Accounting for US & International Private & Public companies.
- **Technical:** Fully versed in IP networks/applications, Data, Telephony and Video networks/applications.
- **Marketing / Strategic Planning:** Recognized innovator and manager of Marketing and Advertising successes.
- **Business Development:** Ability to negotiate extremely favorable contracts from numerous and varied sources.

EXPERIENCE

Western Funding Group, Inc., Denver, CO

1999 - current

Consultant

Responsible for developing and implementing strategies for Private and Public Financings for clients.

United International Holdings, Inc., Denver, CO

1989 - 1998

Vice President, Mergers & Acquisitions & Strategic Planning: UIH Europe

Responsible for strategic planning, overall business development and acquisitions. Re-engineered UIH Europe to transition operations from Cable Television into full-multimedia provisioned properties able to provide Video, Voice and Data services to Business and Residential customers. Experience in Europe, Latin America, and North America. Other positions held: VP Programming, VP Development UIH Latin America.

Significant Achievements

- Acquired publicly held Long Distance property in Europe for formation of UIH Europe LD business
- Developed strategic plan for IPO of European asset (UPC) which generated USD \$ 1.3 billion
- Developed strategic plan for Telephony & Internet introduction in global UIH operating markets
- Developed and Implemented First broadband full service network in Latin America (VTR Chile)
- Developed strategic joint-venture with Telcom Argentina for Argentina CATV/Telco
- Developed strategic joint-venture with EME/TEL for Ecuadorian CATV/Data
- Acquired 14 properties (CATV) in Chile
- Acquired 5 properties (CATV) in Argentina
- Developed Cellular deal for eight (8) markets in Brazil
- Developed successful bid for cellular license in Guatemala
- Developed wireline, wireless telephony and CATV opportunities in Colombia, Mexico and Ecuador

Director, Marketing

UI Video Stores, Inc., a Blockbuster Video franchise owned by United International Holdings, Inc. Responsible for all strategic planning, marketing, merchandising, research and public relations functions.

Significant Achievements

- Developed and implemented marketing plan for start-up of 125 Blockbuster Video stores in an eight state, twenty market national system.
- Directed Media, Promotions, Advertising and Merchandising budget of \$5mm.
- President of five Local Advertising Funds whose purpose is to develop and implement marketing strategy on Regional basis. Markets: LA, San Francisco, Philadelphia, Baltimore and Hartford. Budget: \$15mm.
- Developed National programs, which were adopted by the entire Blockbuster Video system of 2,000 stores.

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- Development and implementation of total store remerchandising program for image enhancement.
- Develop and manage a staff of five. Manage national and local ad agencies.

United Artists Entertainment Corporation, Denver, CO

1987 - 1989

Manager, Strategic Planning/Research

(1987 - 1988)

Directed all market research functions UCTV, then the eight-largest cable television company (\$300mm) in North America. Contracted with outside vendors and managed internal and external presentations including Board of Directors, system managers and National trade associations. Conducted acquisition analysis and financial modeling/analysis. Functioned as internal consultant on all major marketing issues. Developed strategic plans for Eastern U.S. cable television markets (41). Assigned to Corporate Development department for the purpose of : acquisitions, analysis, strategic planning, research, implementation in areas of programming, new ventures and new markets.

Significant Achievements

- Launched and managed the industry's 1st impulse home shopping service test (JV: UAE, CVN & Jerrold).
- Directed marketing & research for JV (Pioneer) which provided advertising on cable loop in malls.
- Designed pay service campaign strategy for UAE's most successful acquisition campaign, (\$12.5mm).
- Managed first financial valuation study project of all cable channels in a system line-up in the industry; presented at 1987 CTAM National Conference and subsequently purchased by other Operators.
- Manager of development and launch of VISA cable programming service.
- Developed and managed rollout for UAE Pay-Per-View launch.

Karsh & Hagan Advertising, Inc., Denver, CO

1982 - 1987

Account Manager

Responsible for strategic planning, research, analysis and implementation of marketing/public relations/advertising plans for a diverse client base including: cable television, financial services, fast food, media, resorts and high-technology. Management of five to eight persons, depending upon project.

Significant Achievements

Developed National strategic plan for demographically segmented approach for new subscriber acquisition for Jones Intercable.

- Managed \$2mm advertising budget for Great-West Life Assurance Co., the 13th largest insurer in North America. Directed the rebranding of \$4 billion pension product.
- Developed and implemented strategy for reversing sales erosion and encouraging growth for Domino's Pizza in significant down economy. Managed marketing and communications budget of \$1.6mm.
- Generated new accounts valued over \$7mm on the basis of a single direct mail campaign for The Hibbert Group, a New Jersey based full service marketing support company.
- Generated a record 13,000 new accounts for VISA - Rocky Mountain Bank Card on the basis of a single three-week media campaign. Accounts were the most highly qualified in company history.

Rhode Island School of Design, Providence, RI

1979 - 1982

Instructor

Developed and instructed courses in graduate and undergraduate marketing.

D.W. Mulaire & Associates, New York City, NY

1977 - 1979

Account Executive

Lead generation, sales and ongoing customer support for graphics services firm.

EDUCATION

Rhode Island School of Design, Providence, RI
Brown University, Providence RI
University of Bridgeport, Bridgeport, CT

MA, Adv. Design 1981
Business curriculum courses 1979 - 1981
BA, Design 1977

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PERSONAL ACHIEVEMENTS

Speaker at industry conventions and conventions, quoted as expert in industry publications such as Multichannel News, Cable World, Fiber Optics Technology, Video Store Magazine. Recognized with awards for excellence from: Blockbuster Video, CTAM, AAA (International), BPAA, American Advertising Federation, Art Directors Club of Denver, American Marketing Association, Public Relations Society of America (Regional).

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Robert S. Kiger

817 17th Street
Denver, CO 80202

email: r_kiger@hotmail.com
tel: 303.292.0025 (H)

More than fifteen years of extensive Senior level experience in the Domestic US and International Telecoms Sales, Business Development, Marketing & Operations arenas. Spanish language fluency.

EXPERIENCE

IdealDial Telecommunications, Denver, CO 1995 - Present
(International telecommunications and company)
Vice President

Responsible for sales and marketing, sales strategic planning, overall business development and implementation.

- Developed and launched Ideal Dial's Calling Card Services, increasing NOI by 27% in 6 months.
- Developed negotiated and implemented a National Sprint PCS partner program.
- Prospected and secured 14 major accounts in the last 12 months.

Kiger & Associates, Denver, CO 1986 - 1995
(Specialty insurance brokerage business)

President, Owner

- Founded business and was responsible for all aspects of business and operations.
- Developed business with Markel Company and American Bankers Insurance Company.
- Developed international business with London Specialty market companies.

Markel Service, Inc., Denver, CO 1983 - 1986
(National Insurance Brokerage company)
Branch Manager

- Opened business and was responsible for all aspects of sales, business development and operations for this multi-million dollar branch.
- Developed specialty consulting business for Regional Clients.

Occidental Petroleum Company, Dallas, TX 1982 - 1983
(Ankony Shadow Isle Subsidiary)

Marketing Director

- Developed new business line specifically targeted toward security sales.

Lovana, Inc. Dallas, TX 1980 - 1982
(Investment Company)

Executive Vice President

- Responsible for all aspects of sales, business development and operations for this 50+ employee investment and securities company.

EDUCATION

University of Denver Business School MBA 1987
Kansas State University School of Communications BS 1978

John P. Groves

Posses over twenty-five years of progressively increasing responsibility in all areas of telecommunications engineering and construction in International markets globally including: Outside Plant Design, Engineering and Construction, Business Development Engineering and Process Engineering, Spanish Language fluency.

Work Experience

VP Business Development Engineering – International
High Speed Access Corporation, Denver, Colorado

Current

(HSA Corp. designs, engineers, constructs and (in some cases) operates high-speed cable modems access over cable television networks for Internet access and V-LAN services

Responsibilities include:

- Review and approval of the cable operator's infrastructure;
- Approval of Equipment Specifications and Purchasing ;
- Quality Assurance of equipment from delivery through installation.
- Oversight of engineering and construction of NOC (network operations center) and CSR (customer service representative) center.
- Process Management from creation through documentation of process flow charts for all departments in each operating .

Project Manager/OSP (Outside Plant) Manager
AT&T Services Company Honolulu, Hawaii

1997 - May 1998

Responsibilities included:

- Direction of all OSP engineering, construction and outside maintenance for project(s) which were focussed around the transition of US Military Communications Networks throughout the islands from GTE to AT&T.
- Development of cutover plan for service transfer between the incumbent service provider to AT&T
- Development and Implementation of OSP disaster recovery plan.
- Review and Approval of all engineering design work.
- Coordination between US Military officials and Civilian agencies (including: EPA) for project.
- Development and Budget Control of ten-year OSP budget.
- Development and Supervision of 55 employees (technicians, air pressure teams, splicers, line men store men., CAD operators, managers etc.
- Management of various outside vendors.

Business Development Engineer
United International Holdings, Inc. Denver, Colorado

July 1994 to June 1997

Responsibilities included:

- Business development from an Engineering perspective in telephony, data and video globally.
- Review and Recommendation of technology and applications for re-engineering networks.
- Interface with Government and Regulatory authorities for license application(s) and network transfers.

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- Re-engineering of video networks to provide Voice and Data.
- Development of detailed Cost and Engineering models for wire-line telephony, cable-phone and cable-internet.
- Due diligence on acquisitions of companies in Europe and Latin America.

Director of Sales Engineering Support
Antec Corporation Denver, Colorado

October 1993 to June 1995

Responsibilities included:

- Implementation support and turn-up of the CLC 500 system.
- Additional responsibilities included director of Integrated Distance Learning whereby responsibilities were design and deployment of systems for educational applications (e.g. multi-point two-way classroom video, data transport, etc.).

Director of Transmission Design

TeleWest Cable Communications PLC. (U S WEST) London, UK

April, 1990 to June 1993

Responsible for:

- Establishing network transmission architecture(s).
- Selection of telephony manufacturers and equipment.
- Capital expenditure models and budgets.
- Responsible for Network Assignment Systems
- Created and Implemented installation and maintenance procedures for high-speed private line and access products.
- Served on Development team for the FPN and AT&T/Antec "Cable Telephony" technology.
- Responsible for Field Trails and troubleshooting resolution.
- Trained design engineers and the technicians in various geographical franchises.

Engineering Consultant, System Design Center

U S WEST (Northwestern Bell) Des Moines, Iowa

October, 1986 to June, 1989

Responsible for:

- Providing marketing technical support for all of the U S WEST marketing units
- Providing marketing technical support for US West authorized agents.
- Customer sales presentations, initial designs for service and pricing, contract presentations, and training of marketing personnel.
- Technical support for Centrex and other switched services

Distribution Engineer, Loop Electronics Coordinator

November, 1983 to October, 1986

Responsible for detailed engineering of all T1 and fiber based services including transmission design, equipment specification for T1, subscriber pair-gain, fiber multiplexers, and coordination of installation and turn-up.

Distribution Engineer, Distribution Design

July, 1982 to November, 1983

Responsible for Outside Plant design. Job included the preparation of work prints for cable placement and splicing, preparation of estimates and tracking of job expenditures.

Distribution Engineer, Distribution Design-Southern Bell

March, 1981 to July, 1982

Job responsibilities included Outside Plant engineering, review of all designs and training of newly hired engineers. This position was a temporary assignment to Southern Bell.

Distribution Engineer, Distribution Design

April, 1978 to March 1981

Responsible for Outside Plant design. Job included the preparation of work prints for cable placement and splicing, preparation of estimates and tracking of job expenditures.

Distribution Engineer, Planning

September, 1976 to April, 1978

Responsible for both short and long range Outside Plant planning. Job included computer modeling of local distribution and underground feeder cable.

Engineering Staff Assistant, Plant Extension

July, 1975 to September, 1976

Responsibilities included tracking all construction expenditures for OSP, Switching and Buildings, assisted in preparation of quarterly construction estimates, and assisted in preparation of quarterly and annual budget reviews.

Electronics Instructor

Des Moines Area Community College Des Moines, Iowa

June, 1984, to June 1988

Responsibilities included course development and instruction of AC, DC, and digital fundamentals for telephony.

Seismic Supervisor

Petty Ray Geophysical Houston, Texas

October, 1974 to June, 1975

Responsible for obtaining seismic soundings for oil exploration in the Peruvian Amazon jungle. The job included supervision of 60 men, operation and maintenance of digital and analog seismic recording equipment, directed placement of seismic cables and geophones and coordinated logistical support for the crew.

Seismic Supervisor

Western Geophysical Houston, Texas

June, 1973 to October, 1974

In addition to the responsibilities shown above, I also supervised a satellite tracking survey crew in Brazil and Peru.

U S WEST Sponsored Training

Personal Development

- Financial Management
- Management Style Seminars
- Bypass Methods and Strategies

Outside Plant

- Outside Plant Planning
- Outside Plant Design
- Electrical Protection & Substations

Transmission

- Loop Electronics Design
- Loop Electronics Construction & Maintenance
- Digital Transmission
- Lightwave Facilities
- Fiber Optics Concepts and Directions
- Applications of T-Carrier to Private Networking (G.W.U.)
- Fiber Optic Network Design (G.W.U.)

Video

- Analog Video Applications on Fiber
- Video Applications and Networking
- Educational Video Networks and Opportunities
- Bellcore & NAB video workshops

Switching

- Signaling and Supervision
- #5ESS Elements
- #5ESS Translations
- Centrex/Centron Software and Services

Supermicro Computers, PCs & Data

- UNIX/PLEXUS System Operation
- Unify Database System
- Integrated Methods Systems
- ISDN Concepts, Methods and Overview
- Switchnet-56 Applications and Design
- Protocol Concepts and Engineering
- Data Transmission Equipment Design
- Local Area Network Design

Education

Des Moines Community College

A.A.S. Electronics Technology - 1973

Karen S. Muller - Leonel

1425 California St. NW
Washington, DC

tel: 202-588-8393

More than fifteen years of success in all areas of business development, strategic planning, legal, regulatory and operations management. Spanish and Portuguese language fluency.

EXPERIENCE

Consultant 1997 - Present
(International telecommunications and business consultancy company)

Responsible for strategic planning, overall business development and implementation of International client list of services companies including telecommunications and other businesses.

- Developed strategic and financial plan for USD \$ 80 million joint-venture in commercial warehousing services sector for new market entry of US based company (Pro Logis).
- Implemented strategic plan for entry of US base law concern for regulatory and commercial law practice in Brazil.

Nextel International, Brasilia, Brazil 1996 – 1997

Regulatory Consultant

- Responsible for all government lobbying and regulatory work for Nextel's Brazilian operations.
- Responsible for general operational liaison between Nextel International US and Nextel Brazil.

Telecom Ventures, LLC, Alexandria, VA 1990 – 1996

Vice President, Strategic Planning and Development

Responsible for strategic planning, mergers and acquisitions and regulatory work for international telecommunications company focussed on wireless businesses in Central and South America.

- Negotiated sale of cellular properties in Brazil to Nextel International for net gain of USD \$ 220 million.
- Acquired 23 properties (SMR, Paging and Cellular) in Argentina, Brazil, Chile, Mexico and Venezuela.
- Developed strategic joint-venture with Associated Group for operations of SMR businesses in Mexico.

EDUCATION

University of New Mexico Law School	JD	1989
Georgetown University School of International Affairs		1984 - 1986

americas.com Incorporated
 63 South Harrison Street Suite B
 Denver, Colorado 80209
 Tel: 303.331.9874 Fax: 303.316.0309



Your Account Info

Transaction History | Shareholder Communications
 Statements | Account Maintenance | Change PIN



[Buttons]

Below is an overview of the Janus accounts associated with your Social Security Number. Click on Transaction History above for a more detailed look at your account.

If you're here, you've already consented to online access. But, if you'd like to review the access agreement or withdraw your consent, you can do so anytime by going to the [Online Account Access Agreement](#).

Are there grayed out buttons in a table below?

Transactions made today may not be reflected in the account value(s) listed below.

Values as of September 16, 1999

Nonretirement Accounts

WILLIAM CHARLES CORRELL III

Acct: **203434150**

Fund Number	Fund Name	Total Shares	Price / Share	Account Value
43	Janus Twenty Fund	786.849	\$62.30	\$49,020.69
56	Janus Olympus Fund	1,606.395	\$35.79	\$57,492.88
60	Janus Global Technology Fund	7,801.586	\$17.65	\$137,697.99
37	Janus Money Market Fund	49,668.600	\$1.00	\$49,668.60
Total				\$293,880.16

Retirement Accounts

**INV FIDUCIARY TRUST CUST IRA A/C
 WILLIAM C CORRELL**

Acct: **203251774**

Fund Number	Fund Name	Total Shares	Price / Share	Account Value
43	Janus Twenty Fund	465.900	\$62.30	\$29,025.57
56	Janus Olympus Fund	828.876	\$35.79	\$29,665.47
60	Janus Global Technology Fund	2,214.611	\$17.65	\$39,087.88
Total				\$97,778.92
Grand Total				\$391,659.08

pg 20

UNCONDITIONAL GUARANTY AGREEMENT

BE IT KNOWN, for good consideration, and as an inducement for William Charles Correll III (Creditor) to extend credit from time to time to Americas.Com, Incorporated (Customer) the undersigned jointly, severally and unconditionally guarantee to Creditor the prompt and punctual payment of certain sums now or hereinafter due Creditor from Customer, provided that the liability of the guarantors hereunder, whether singularly or collectively, shall be limited to the sum of \$ 350,000.00 plus interest @ LIBOR+2% annualized, Principal payments deferred for 12 months after the Date of December 15, 1999, as a maximum liability and guarantors shall not be liable under this guarantee for any greater or further amount.

The undersigned guarantors agree to remain fully bound on this guarantee, notwithstanding any extension, forbearance, indulgence or waiver, or release or discharge or substitution of any party or collateral or security for the debt. In the event of default, Creditor may seek payment directly from the undersigned without need to proceed first against borrower.

Guarantors further waive all suretyship defenses consistent with this limited guaranty.

In the event of default, the guarantor shall be responsible for all attorney's fees and reasonable costs of collection, which may be in addition to the limited guaranty amount.

This guaranty shall be binding upon and inure to the benefit of the parties, their successors, assigns and personal representatives.

The guarantor may revoke this guarantee upon written notice to the Obligee; however, such revocation shall not affect the liability accrued to that date, if any.

This is the entire agreement of the parties and this agreement may only be modified by a written agreement executed by both parties.

Dated: November 2, 1999

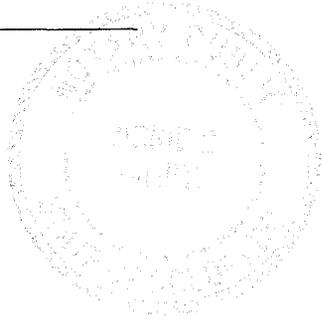
William Correll III

Guarantor

In the presence of:

Victoria A. Wilson
NOTARY PUBLIC

Witness



americas.com Incorporated

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Denver, Colorado 80209
Tel: 303.331.9874 Fax: 303.316.0309

a m e r i c a s . c o m

63 South Harrison St. Ste. B
Denver, Colorado 80209

Corporate Financial Statement
as of: 9/15/99

Assets	
Guaranty (founder)	375,000
Cash	20,150
Bonds	0
Stocks	0
Property (office)	20,000
Receivables (contract)	12,000
Other Income	0
Total Assets	427,150
Liabilities	
Loan (corporate from founders)	20,000
Professional Fees	5,000
G & A	5,000
Accounts Payable (salaries)	0
Total Liabilities	30,000
Total Assets & Liabilities	\$ 397,150



The Company Overview

americas.com, incorporated is a development-stage company which seeks to become a leading service provider of Bundled Telecommunications Service Solutions for Small and Medium-Sized Business in select markets in the US.

These Service Solutions will include: high-speed local access networking solutions using DSL technology to businesses, long-distance services and Internet Access for businesses.

The Company is currently licensed to provide telecommunications services in Colorado USA under a Colorado Public Utilities Commission Certificate of Public Convenience ("CLEC" license) and Internationally via a FCC International and Domestic Facilities Based Reseller License Section 214 ("214 license").

Our intent is to become a national, select-market facilities-based provider of high speed, local data network services. Our networks will offer a variety of DSL technologies that deliver data transfer rates ranging from 128 Kbps to 7.1 Mbps. For customers that subscribe at the 7.1 Mbps rate, our network provides transfer speeds faster than frame relay and T-1 circuits, and is approximately 125 times the speed of the fastest dial-up modem and over 55 times the speed of integrated services digital network (ISDN) lines.

Through our packet-based network, multiple users on a single connection will be able to simultaneously access the Internet and private networks. Beyond high-speed access, we also will offer a growing suite of features and applications that we can individually configure to each user's needs including long-distance and Internet.

We believe our network solutions will increase remote office and worker productivity and reduce the complexity of communications for businesses.

We will also market our network and data transport services to Internet service providers, broadband data service providers and long-distance and local telephone companies, whom we call network service providers, or NSPs. Our NSP customers can use our fast, secure and reliable data networks to provide economical, "always on" Internet access and other data-intensive applications to end users, who are typically small- and medium-sized businesses, people who work in home offices and telecommuters.

Additionally, after we roll-out in our home markets of Denver & Boulder Colorado we intend to rapidly deploy in other select high-demand markets, primarily in the fastest growing segment

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of the United States – The Sunbelt.

The Markets, Austin, Denver/Boulder, Phoenix, Las Vegas, Louisville and Raleigh-Durham represent a total of population of approximately 9,000,000 in the Year 2000 and 11,000,000 by 2010.

We expect to be the first, or one of the first, to offer DSL services in these markets. Our networks will consist principally of digital communications equipment that we will lease from the Incumbent Local Exchange Carrier's (US West, Bell South, Southwest Bell Company) Central Offices known as "central offices" and existing copper telephone lines that we lease to connect our customers.

We will initially target central offices with the highest density of small- and medium-sized businesses in our markets

We have designed our network to give our customers a high-speed "always on" local connection to the Internet and to private local and wide area networks.

The Company's network is being designed to carry voice and data traffic over the same core infrastructure utilizing compression-based IP and ATM telephone technology, and enables the Company to provide its customers with primary voice and data telecommunications services.

The Company seeks to capitalize on the opportunities presented by the effects of deregulation represented by the 1996 Telecommunications Act which opened up the market to companies such as americas.com

Additionally, new and innovative Internet based technology for telecommunications allows for drastic cost-reductions for providers and provides for superior Carrier-By-Pass telecommunications services.

The Company's Strategy for Development, Growth & Profitability

The Company's principal strategy for development, growth and profitability is to launch telecommunications services by:

- Targeting High-Growth Markets with Underserved Demand for DSL services in the Small- and Medium-Sized Business Niche initially reselling these DSL Services from the ILECs, bundled with Long-Distance and Internet;
- Partnering with Carriers such as Qwest and Level 3 for reselling agreements of Long-Distance and managed modem services for Internet;
- Partnering with existent Customer Service and Billing Services providers such as High-Speed Access who will provide the back-office services to americas.com and allow us to focus on the business of selling;
- Focussing on Direct-Sales, where direct contract pays off in Revenues and Retention;

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- Through marketing and sales efforts, internal growth and maintaining competitive pricing grow the business into a profitable DSL and niche long-distance and Internet Business;

Revenue

The Company will derive the majority of its revenue from business customers who purchase DSL, Internet connections and long-distance telecommunications services.

americas.com will focus on DSL, an "Always On" High-Speed access product that offers customers Data Speeds at 1000s of times faster than dial-up connections.

Also, we will bundle in Long-Distance and Internet services in order to better serve our customers and offer discounts across a platform of services.

Dedicated connection customers typically sign a contract for one to three years of service that provides for fixed, recurring monthly service charges and pay a one-time setup fee. These charges vary depending on the type of service, the length of the contract, and local market conditions.

Revenue related to Internet connectivity and Long-Distance services is recognized as the services are provided. Amounts billed relating to future periods are recorded as deferred revenue and amortized monthly as services are rendered.

Revenue from business customers is targeted to be more than 90% of total revenue and is projected to increase as a percent of total revenue. In addition to the growth that the Company is achieving through sales & marketing, revenue is also expected to increase due to market roll-outs and acquisitions.

Implementation Plan

In **Phase 1**, we will focus on creating the foundation for the DSL business. This includes building the necessary organization, developing partnerships, preselling customers and rolling out services.

In **Phase 2**, we will focus on building the business. This means developing cash flow by continuing rollout to our other markets, and expanding our customer base.

In **Phase 3**, americas.com will consolidate its market position by strengthening sales and marketing channels and optimizing cash flow.

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Partnership Strategy

The Company's partnership strategy will allow it to accelerate market entry and maximize profit through using other companies outside plant, back office support and expensive workforce.

Through partnerships with Qwest, Level 3 and Lucent we will deliver a product which will be an Always On DSL Offering at Low-Cost. Our partners will take care of the costly Network Operations Centers (NOCs) and Centralized Customer Care and Billing.

Key Success Factors

- Deployment of State-of-the-Art DSL Service
- Target of the most Rapidly expanding Niches, Markets and Businesses To Build Scale;
- Bundled Service Offerings to Lower Costs,
- Strong Direct-Sales Organization;
- High Quality Of Service;
- Use Of Partnerships, To Allow For Stronger Focus On Core Competencies; and,
- Development and Use of Scale Advantages to Lower Costs and Offer Higher Quality of Service.

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Competitive Strengths

Rapid Expansion to Our 6 - Markets

We have initially targeted those central offices in our 6-Market Rollout with the highest density of small- and medium-sized businesses. By focusing on these dense business districts, we believe we can launch services in new markets rapidly and maximize the return from network, operations and back-end customer service.

Networks Designed for Business Customers

Our DSL equipment is well-suited for business applications, because it provides fast data transmission at symmetrical speeds to and from the end user. And as an end user's needs evolve, we can remotely upgrade the speed of the connection with no additional capital cost.

Network Architecture is Capital-Efficient and Modular

In deploying our networks we do not rebuild elements, such as the copper wire infrastructure, that we can lease inexpensively. We are also able to achieve substantial cost savings because our networks in each metropolitan area are based upon a common blueprint.

Also, we are on a variable CAPEX and OPEX model as a significant portion of our expenditures are also "success-based" incurring costs as we add customers.

Our Systems Support Our Customers

Our operational support systems, ("OSS"), serve as a single point of contact for our NSP customers, providing easy pre-qualification of prospective end users, *efficient upgrades in service* and rapid identification of service problems. Our partners and ourselves will use the OSS for order entry, order tracking, trouble-ticketing, billing, network management, reporting and marketing support.

Our Partners Provide Added Expertise

We have strategic relationships with Qwest, Lucent and Level 3, which will provide us with additional technological, marketing and distribution expertise.

Our Management Have Relevant Experience

americas.com was founded by a team of data, video and voice communications executives from High Speed Access Corp., ATT and United International Holdings, Inc. and will attract officers and employees with substantial experience in data networking, sales and marketing, regulatory affairs and operations.

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Deployment and Operations

Provisioning with the ILEC

We order from the ILECs and test copper wire loops that link central offices and end users. In most cases, if the line is not testing to our specifications at the time of provisioning or later, our Network Control Center is able to help the ILEC pinpoint the source of the problem.

End User Installation

We will either install to the end-user using americas.com employees, or, in the case of heavy installation schedulings, we will contract with third parties for the installation of end users, including any necessary wiring inside end users' premises.

Our contractors also deliver, install and test the customer premise equipment and test the connection over our DSL network. Our customer generally pays an installation charge to us and sells the modem and/or other customer premise equipment to the end user.

Network Monitoring.

We monitor all of our metropolitan networks from our Network Control Center on a continuous basis, enabling us to identify and resolve network problems before they affect our customers or their end users.

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Management Team

americas.com management team is comprised of industry veterans who have a track record of successful ventures in Telecommunications, International Business Development and Operations and Management.

President: William Charles Correll

William Correll possesses over fifteen years of expertise in the International Cable Television industry including business development, strategic planning and marketing management mergers and acquisitions, new business /new technology applications, product development and management, rebranding roll-out and research.

Most recently at United International Holdings, Inc., the leader in international multichannel cable television operations, Mr. Correll was responsible for Mergers and Acquisitions as VP of Development for South America and as VP of Mergers and Acquisitions and Strategic Planning for UIH Europe. While at UIH Europe, Mr. Correll developed the strategic plan for the re-engineering of the UIH Europe properties, transforming them from pure cable television operations into Multi-Media operations offering Television, Internet and Data Services and Telephony. UIH Europe was then taken public in a USD \$ 1.3 billion IPO.

Senior Vice President, Development: Karen Muller, Esq

Ms. Muller has over twenty years in development, contract negotiation, telecommunications development and negotiation. In her most recent work, Ms. Muller negotiated the purchase, consolidation and sale of multiple SMR operators in the Republic of Brazil, creating the first Digital ESMR network in the Southern Cone.

Senior Vice President, Operations, Sales and Marketing: Robert S. Kiger

Mr. Kiger has extensive Senior level experience in the Domestic US and International Telecoms Sales, Business Development, Marketing & Operations arenas.

Chief Technology Officer: John P. Groves

Mr. Groves has over 20 years of Network Design and Construction experience with companies including: AT&T and US West. While at Telewest in the UK, Mr. Groves engineered and constructed the fully integrated video voice and data network. At High Speed Access Corp., he constructed over 20 Metropolitan Data Networks.

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americas.com

incorporated™

An Internet and Long Distance Company

**AUGUST 22, 1999
FOR IMMEDIATE RELEASE**

Denver-based americas.com, incorporated Awarded Competitive Local Exchange Carrier (CLEC) Authorization From Colorado PUC, International Facilities-Based Long Distance License (214) From Federal Communications Commission

DENVER, COLORADO – americas.com incorporated™, a Denver-based telecommunications company, has been awarded authorizations from both the State of Colorado Public Utilities Commission (COPUC) and the US Federal Communications Commission (FCC) which will allow the Company to offer data and voice solutions for businesses and residential customers in Colorado.

“We are looking forward to providing Domestic and International Data and Voice solutions to Small and Medium-Sized businesses in the near future,” said William C. Correll, President and Chairman of americas.com™. “We are extremely pleased with the regulators decisions and commit to the deployment of World Class Next-Generation Service along the Front Range.”

In Colorado, americas.com will be initially offering xDSL, IP telephony and Standard Switched Circuit Voice and Data Services.

When fully operational, americas.com expects to offer resale of Qwest / US West dial tone and unbundled network elements that will allow americas.com to become a total service provider for its customers' data and voice needs in Colorado and similar services in other Sun-Belt Cities.

"We want to offer Colorado business customers an alternative to the traditional services offered by Qwest / US West and will be taking these services to South America as well. The markets of Small- and Medium-Sized businesses represent a large underserved niche market for our Next-Generation Services," said Correll

Correll said americas.com is building a "Next Generation Communications Company", engineering an integrated data-telephony service platform for its customers. "Next Generation Networks require up to 80 percent less capitalization than legacy or traditional facilities-based providers," he said.

americas.com, incorporated (“americas.com”) is a private company intending to become a leading Next Generation Multinational Facilities-Based Provider of integrated telecommunications solutions for business customers having data, fax and voice telecommunications requirements in its primary markets in North America.

Press Contact: Chuck Correll, President

americas.com Incorporated

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PUC Application for Certificate of Public Convenience and Necessity
Page Number 30



Federal Communications Commission

INTERNATIONAL BUREAU FCC SELECTED APPLICATION LISTING BY FILE NUMBER REPORT WR07 - Fri Sep 17 14:21:43 US/Eastern 1999

File Number = ITC2141999052700318;

File Number: ITC-214-19990527-00318	Accepted For Filing PN Date: 06/16/1999
Callsign: None	Action Taken PN Date: 07/02/1999
Streamlined: Y	Term Begin Date: None
Environmental Impact: None	Term End Date: None
Status: Action Taken Public Notice	Date Filed: 05/27/1999
Status Date: 07/02/1999	Date Last Updated: 06/30/1999
Last Action: Grant of Authority	Last Action Date: 06/30/1999
Grant Date: 06/30/1999	<u>Site Information</u>
Old File Number: None	
Service Type: Global or Limited Global Facilities-Based AND Resale Service	

Applicant:	Contact: None
AMERICAS.COM, INCORPORATED	SAME AS APPLICANT
63 SOUTH HARRISON STREET	SAME AS APPLICANT
SUITE B	
DENVER, CO 80209-3181 USA	, USA

Description: Application for authority to operate as a facilities-based carrier in accordance with the provisions of Section 63.18(e)(1) of the rules and also to provide service in accordance with the provisions of Section 63.18(e)(2) of the rules.

[International Telecommunications](#) | [Satellite Earth Stations](#) | [Satellite Space Stations](#) |
[International HF Broadcast Stations and Public Fixed Radio Stations](#) | [General Reports and Query Tool](#) |
[International Bureau Homepage](#) | [IBFS Reports Homepage](#)

FCC - Federal Communications Commission - IBFS Internet Reports - Fri Sep 17
14:21:44 US/Eastern 1999

americas.com Incorporated

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Arizona PUC Application for Certificate of Public Convenience and Necessity

Page Number 31

Decision No. C99-763

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

DOCKET NO. 99A-263T

IN THE MATTER OF THE APPLICATION OF AMERICAS.COM, INCORPORATED,
FOR A CERTIFICATE TO PROVIDE LOCAL EXCHANGE TELECOMMUNICATIONS
SERVICES AND FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND
NECESSITY TO PROVIDE EMERGING COMPETITIVE TELECOMMUNICATIONS
SERVICES.

ORDER GRANTING APPLICATION

Mailed Date: July 20, 1999
Adopted Date: July 14, 1999

I. BY THE COMMISSION

A. Statement and Findings of Fact

1. On May 25, 1999, americas.com, Incorporated ("americas.com"), filed an application for a Certificate to Provide Local Exchange Telecommunications Services ("CPLE") and for a Certificate of Public Convenience and Necessity to Provide Emerging Competitive Telecommunications Services ("CPCN").

2. With respect to americas.com's application for a CPCN, the applicant requests certification for the following services: advanced features; premium services; interLATA toll; intraLATA toll; switched access; and private line. The application does not request any specific form of relaxed regulation for these services.

3. On June 2, 1999 and July 13, 1999, the Commission issued a Notice of Application Filed and Notice of Hearing, which gave notice to all interested parties that this application had been filed. Interventions were due on or before July 2, 1999.

4. On June 11, 1999, U S WEST Communications, Inc. ("U S West"), timely filed its Intervention and Entry of Appearance in this docket. U S West stated that it would not be opposed to a grant of the application without a hearing, provided that americas.com is obligated to: (1) offer service to all customers on a non-discriminatory basis; and (2) comply with all applicable statutes and Commission regulations governing telecommunications providers.

5. On June 11, 1999 and July 13, 1999, americas.com filed responses to questions posed to it by the Staff of the Commission. These responses clarify several items in the application.

B. Discussion

1. Because the Commission will grant the application for a CPLE and CPCN in accordance with U S West's request, this application is unopposed and may be considered without a hearing. § 40-6-109(5), C.R.S.

2. With respect to the authority to provide private line services, americas.com is reminded that § 40-15-102(22),

C.R.S., defines private line service as "any point-to-point or point-to-multipoint service dedicated to the exclusive use of an end user for the transmission of any telecommunications services."

3. Consistent with terms and conditions established in previous Commission decisions, americas.com will be required to participate in the Colorado High Cost Fund, the Telecommunications Relay Services for the Disabled Telephone Users Program, the Emergency Telephone Access Act Program ("Low Income Fund"), and other financial support mechanisms that may be created in the future by the Commission to implement §§ 40-15-502(4) and (5), C.R.S.

4. americas.com is informed that prior to providing local exchange telecommunications services it must: (1) obtain an operating authority; and (2) have on file with the Commission effective tariffs and price lists for its services.

5. americas.com is informed that prior to providing emerging competitive telecommunications services, it must have on file with the Commission effective tariffs for its services.

6. Granting the application of americas.com is consistent with the legislative statements of policy contained in §§ 40-15-101, 40-15-501, and 40-15-502, C.R.S.

7. americas.com's application for a CPCN to provide emerging competitive telecommunications services does not spe-

cifically request a waiver of the rules requiring the use of the Uniform System of Accounts as an accounting system. However, the CPLE portion of the application indicates that americas.com uses Generally Accepted Accounting Principles ("GAAP") as an accounting system. The Commission will consider the combined application as a unity, and will not subject americas.com to multiple burdens. Therefore, americas.com shall use the GAAP accounting system for all its jurisdictional telecommunications services. americas.com's GAAP accounting system shall break out Colorado jurisdictional operations.

II. ORDER

A. The Commission Orders That:

1. americas.com, Incorporated's application for a Certificate to provide local exchange telecommunications services and for a Certificate of Public Convenience and Necessity to Provide Emerging Competitive Telecommunications Services is deemed complete.

2. americas.com, Incorporated, is granted a Certificate of Public Convenience and Necessity to provide the following emerging competitive telecommunications services: advanced features; premium services; interLATA toll; intraLATA toll; switched access; and private line.

3. americas.com, Incorporated, may only offer private line service subject to the restrictions contained in § 40-15-102(22), C.R.S.

4. Switched access is a part of basic local service, which can be provided in Colorado only by a company authorized to provide local exchange telecommunications services. Therefore, americas.com, Incorporated, is reminded that it must obtain the necessary operating authority to provide local exchange telecommunications services before providing switched access services.

5. americas.com, Incorporated, has not requested and is not granted any specific form of relaxed regulation for its emerging competitive telecommunications services.

6. Prior to providing any of the emerging competitive services, listed above, americas.com, Incorporated, must file applicable tariffs within 90 days of the effective date of this Order. If americas.com, Incorporated, fails to file tariffs within 90 days, the authority to provide emerging competitive services shall, without further order of the Commission, be deemed null and void. For good cause shown, and if a proper request is filed within 90 days of the effective date of this Order, the Commission may grant americas.com, Incorporated, additional time within which to file tariffs.

7. americas.com, Incorporated, is granted a Certificate to Provide Local Exchange Telecommunications Services within the State of Colorado.

8. americas.com, Incorporated's local exchange services will be regulated with the default regulatory scheme contained in 4 Code of Colorado Regulations 723-38.

9. americas.com, Incorporated, shall have the obligation to serve all customers in its service territory on a non-discriminatory basis. Specifically, americas.com, Incorporated, shall not be allowed to refuse service to a qualified customer, that is, a customer that has the ability to pay for service. For clarification, "service territory" shall be defined as that portion of Colorado included in the exchange maps provided as part of the application. Further, americas.com, Incorporated, shall be required to provide local exchange telecommunications services to residential customers in compliance with § 40-15-502(3)(b)(I), C.R.S. However, americas.com, Incorporated, shall not be required to extend service to customers where the underlying facilities-based provider has no facilities.

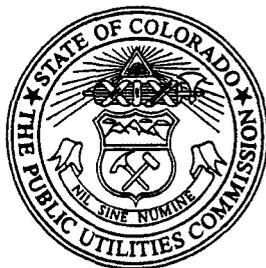
10. In accordance with Rule 25(c) of the Commission's Rules of Practice and Procedure, 4 Code of Colorado Regulations 723-1, americas.com, Incorporated, will be required to maintain its books of accounts and records using Generally Accepted Accounting Principles.

11. This Order is effective on its Mailed Date.

B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING July 14, 1999.

(S E A L)

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO



ROBERT J. HIX

VINCENT MAJKOWSKI

RAYMOND L. GIFFORD

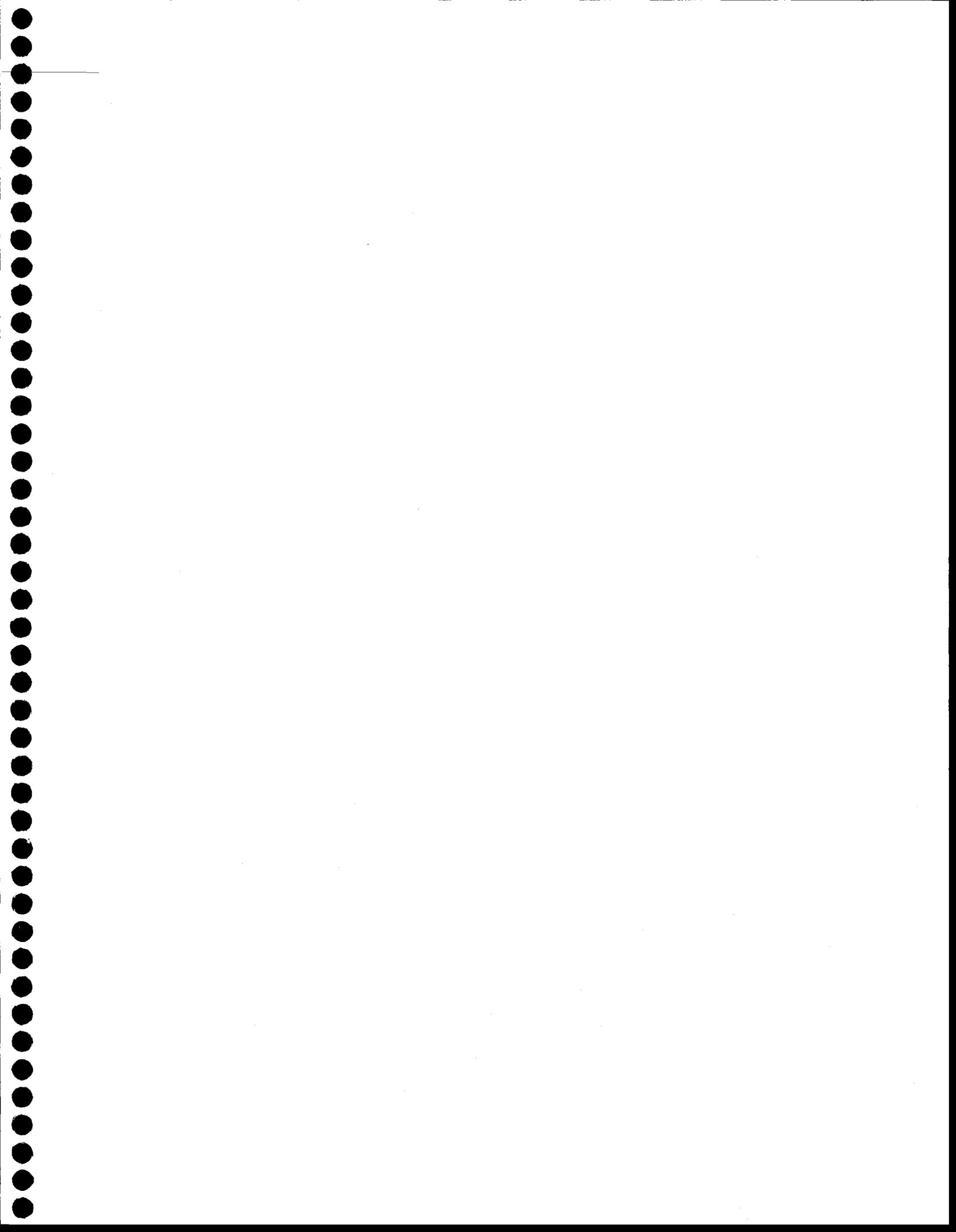
ATTEST: A TRUE COPY

Bruce N. Smith
Director

Commissioners

G:\YELLOW\

P938



ARTICLES OF INCORPORATION

OF

americas.com, Incorporated

19981181098 0

\$ 65.00

SECRETARY OF STATE

10-08-1998 11:44:40

The undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Colorado Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is "americas.com, Incorporated".

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction of all lawful business for which corporations may be incorporated pursuant to the Colorado Business Corporation Act.

ARTICLE IV

POWERS

The corporation shall have and may exercise all powers necessary or convenient to effect its purpose.

ARTICLE V

SHARES

- A. Authorized Shares. The aggregate number of shares of capital stock which this corporation shall have the authority to issue is twenty-five million (25,000,000) shares, of which two million five hundred thousand (2,500,000) shall be preferred stock and shall be issued at a par value of \$.10 per share, and twenty-two million five hundred thousand (22,500,000) shares shall be common stock which shall be issued at

\$.001 per value per share. No share shall be issued until it has been paid for, and it shall thereafter be nonassessable.

The board of directors of this corporation shall have the authority to divide the preferred shares into series and, within the limitations provided by statute, to fix by resolution the voting powers, designation, preferences, and relative participating, optional or other special rights, and the qualifications, limitations or restrictions of the shares of any series so established.

- B. Transfer Restrictions. The corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein, provided that such restrictions as may from time to time be so imposed, or notice of the substance thereof, shall be set forth upon the face or back of the certificates representing such shares. The board of directors is hereby authorized on behalf of the corporation to exercise the corporation's right to impose such restrictions, whether by provision in the Bylaws or otherwise.
- C. Cumulative Voting. Cumulative voting of shares in the election of directors is permitted.
- D. Preemptive Rights. Shareholders shall have no preemptive rights to acquire additional or treasury shares of the corporation or securities convertible into shares or carrying stock purchase warrants or privileges, or stock rights or options.

ARTICLE VI

VOTING

The shareholders, by vote or concurrence of a majority of the outstanding shares of the corporation or any class or series thereof, entitled to vote on the subject matter, may take any action which, except for this Article, would require a two-thirds vote under the Colorado Business Corporation Act, as amended.

ARTICLE VII

QUORUM

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by these Articles of Incorporation or the Colorado Business Corporation Act, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE VIII

BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by a board of directors consisting of one or more members, which shall be elected at the annual meeting of the shareholders, or at a special meeting called for that purpose. The number of directors shall be fixed in accordance with the Bylaws.

The initial board of directors shall consist of the following member, who shall serve until the first annual meeting of shareholders and until his successor is elected and qualified:

Director

Address

William C. Correll

63 South Harrison St., Suite B
Denver, CO 80209

The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws of the corporation, but no decrease shall have the effect of shortening the term of any incumbent director.

The corporation's initial principal office shall be at 63 South Harrison St., Suite B, Denver, CO 80209.

ARTICLE IX

CONFLICTS OF INTEREST

No contract or other transaction between the corporation and one or more of its directors or officers, or any other corporation, firm, association or entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE X

DISTRIBUTIONS IN PARTIAL LIQUIDATION OUT OF STATED CAPITAL

In addition to the other powers now or hereafter conferred upon the board of directors by these Articles of Incorporation, the Colorado Business Corporation Act or otherwise, and subject to the limitations contained in the Colorado Business Corporation Act, the board of directors may from time to time distribute to the shareholders in partial liquidation, out of stated capital, a portion of the corporation's assets in cash or property.

ARTICLE XI

LIMITATION OF DIRECTOR LIABILITY

The personal liability of each director shall be eliminated or limited to the fullest extent permitted by the Colorado Business Corporation Act, and any future amendments to it. Any repeal or modification of this Article XI shall not adversely affect any protection of a director immediately prior to such repeal or modification.

ARTICLE XII

INDEMNIFICATION

In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Colorado Business Corporation Act or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers and other persons and all powers whatsoever incidental thereto (including without limitation the power to advance expenses and the power to purchase and maintain insurance with respect thereto), without regard to whether or not such powers are expressly provided for in the Colorado Business Corporation Act. The board of directors is hereby authorized on behalf of the corporation and without shareholder action to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

ARTICLE XIII

REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 63 South Harrison St., Suite B, Denver, CO 80209, and the name of the corporation's registered agent at such address is William C. Correll.

ARTICLE XIV

AMENDMENTS

The corporation reserves the right to amend its Articles of Incorporation from time to time in accordance with the Colorado Business Corporation Act.

ARTICLE XV

INCORPORATOR

The name and address of the incorporator is: Lynn Chapman Greene
9145 E. Kenyon, #103
Denver, CO 80237

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation as incorporator, this October 8, 1998.

Lynn Chapman Greene
Lynn Chapman Greene

IN WITNESS WHEREOF, the undersigned consents to the appointment as the registered agent of americas.com, Incorporated, this October 8th, 1998.

William C. Correll
William C. Correll

State of Colorado)

)

City and County of Denver)

On this date, personally appeared before me Lynn Chapman Greene, who declared that she is the person who signed the foregoing Articles of Incorporation as incorporator, and that the statements therein contained are true. In witness whereof, I have hereunto set my hand and seal this October 8, 1998.

My commission expires 10-25-2000.

Christine Rogers
Notary Public

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STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

AMERICAS.COM, INCORPORATED
(COLORADO CORPORATION)

FILE # 19981181098 WAS FILED IN THIS OFFICE ON October 08, 1998
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: September 14, 1999

Donetta Davidson

SECRETARY OF STATE

Betsy Bayless
Secretary of State
Trade Name Division
1700 West Washington 7th Floor
Phoenix, Arizona 85007



542-6187

Approved By: _____

Filing Fee: \$10.00

APPLICATION FOR
REGISTRATION OF TRADE NAME
(A.R.S. Title 44, Chapter 10, Article 3.1)

The Registration of Trade Names and Trademarks is not legally required in Arizona, but is an accepted business practice.

Name, title or designation to be registered: Americas.Com Incorporated
Name of Applicant(s): Americas.Com, Incorporated / William C. Correll
Business Address: 63 South Hamilton St B Denver CO 80209
Street or Box Number City State Zip
Telephone Number: 303-331-9874

Please check one:

- | | | | |
|--------------------------------------|---------------------------------------|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Firm | <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> Foreign Corporation
licensed for business
in this state |
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Association | <input type="checkbox"/> LLC | |
| <input type="checkbox"/> Society | <input type="checkbox"/> Organization | | |

If a Corporation, please provide the state incorporated: Colorado

The date in which the name, title or designation was first used by the applicant within this state. This date

must be today's date or prior to today's date: November 2 1999
Month Day Year

General nature of business conducted: _____
AMERICAS.COM, INCORPORATED
Applicant's Printed Name
WILLIAM C. CORRELL

William C. Correll
Applicant's Signature

Revised 9-97