

DIVIDER

**STATE OF NORTH DAKOTA
INFORMATION TECHNOLOGY DEPARTMENT
SFN 2053 (4-2002)**

PU-2331-00-332

**IPVoice Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Nece**

Filed 7/5/2000

Closed 9/26/2000

00

Scott, Sandi L.

From: Bauske, Shelly A.
Sent: Thursday, November 16, 2000 1:13 PM
To: Geiger, Gloria A.; Scott, Sandi L.
Subject: Money Received.....

Case No. PU-2331-00-332
IPVoice Communications, Inc. (pd by Elizabeth Israel Advertising Agency)
\$263.85

Case No. PU-1654-00-154
FirsTel, Inc. (pd by Ionex Telecommunications)
\$107.54

54 **PU-2331-00-332**

Pages: 0

\$263.85 received

by IPVoice Communications, Inc.

11/16/2000

CC: Comm Legal PUD (3)

APPROVED:
DATE: 10-11-00
KMF

MOTION

October 11, 2000

IPVoice Communications, Inc.
Local Exchange - Interexchange
Public Convenience & Necessity

PU-2331-00-332

I move the Commission bill IPVoice Communications, Inc. for costs incurred to date in Case No. PU-2331-00-332, IPVoice Communications, Inc., Local Exchange - Interexchange, Public Convenience & Necessity.

October 11, 2000

Lance J M Steinhart
6455 E Johns Crossing Ste 285
Duluth GA 30097

RE: Case No. PU-2331-00-332
IPVoice Communications, Inc.
Local Exchange - Interexchange
Public Convenience & Necessity

Enclosed is a copy of the statement approved at the October 11, 2000 Public Service Commission meeting for the expenses incurred to date in Case No. PU-2331-00-332.

Under N.D.C.C. 49-21-01.7, these expenses are billed through the Valuation Fund and must be paid for by the telecommunications company involved.

Please make your check payable to the Public Service Commission.

Sincerely,

Gloria Geiger
Administrative Assistant
701-328-2401
Federal Tax ID 45-0309764

Enc.

Billing Statement

October 11, 2000

IPVoice Communications, Inc.
Local Exchange - Interexchange
Public Convenience & Necessity

PU-2331-00-332

Expenses Incurred to Date:

Advertising Costs	\$263.85
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Amount Due:

IPVoice Communications, Inc.	\$263.85
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Send Payment To:

Public Service Commission
600 E Boulevard Ave Dept 408
Bismarck ND 58505-0480

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

IPVoice Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2331-00-332

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **21st day of September, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Order

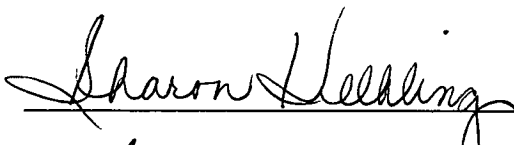

The envelope was addressed as follows:

Lance J M Steinhart
6455 E Johns Crossing Ste 285
Duluth GA 30097
Cert. No. 7099 3400 0014 4513 7016

Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **21st day of September, 2000**.

SEAL



Notary Public

SANDRA L. SCOTT
Notary Public, STATE OF NORTH DAKOTA
My Commission Expires JUNE 11, 2004

PU-2331-00-332

Copies To:

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Historical Society

Associated Press



Public Service Commission
State of North Dakota

600 E Boulevard Ave. Dept. 408
Bismarck, North Dakota 58505-0480
e-mail: sab@oracle.psc.state.nd.us
TDD 800-366-6888
Fax 701-328-2410
Phone 701-328-2400

COMMISSIONERS

Bruce Hagen
President
Susan E. Wefald
Leo M. Reinbold

Executive Secretary
Jon H. Mielke

September 21, 2000

Lance J M Steinhart
6455 E Johns Crossing Ste 285
Duluth GA 30097

Dear Mr. Steinhart:

On September 20, 2000, the Commission issued Certificate of Public Convenience and Necessity Nos. 4518 through 4552 to IPVoice Communications, Inc. to provide facilities-based local exchange and interexchange telecommunications services in North Dakota, Case No. PU-2331-00-332. The certificates are enclosed.

The Commission maintains a mailing list of telecommunications companies to which we mail notices relating to telecommunications issues. These notices are also published on the web site for your review ([HTTP://PC6.PSC.STATE.ND.US](http://PC6.PSC.STATE.ND.US) or [HTTP://WWW.STATE.ND.US](http://WWW.STATE.ND.US) (under "North Dakota State Government)).

In an effort to cut down on printing and mailing costs, I will **not** add this company to that list unless you request that I do so. You can contact me at 701-328-4076, FAX 701-328-2410, E-Mail mmail.sdh@oracle.psc.state.nd.us, or write.

Sincerely,

Sharon Helbling
Public Utilities Division

sdh

Enclosure

51 PU-2331-00-332

Pages: 1

Letter re approval

by Public Service Commission

09/21/2000

CC: Comm Legal PUD (3)

APPROVED:
DATE: 9-20-00
KMF

MOTION

September 20, 2000

**IPVoice Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity**

Case No. PU-2331-00-332

I move the Commission adopt the Order granting the application of IPVoice Communications, Inc. and issue Certificates of Public Convenience and Necessity to provide local exchange telecommunications services in all locations currently served by U S WEST Communications, Inc., and interexchange telecommunications services throughout North Dakota, Case No. PU-2331-00-332.

JRL/sdh

000332-9.doc

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**IPVoice Communications, Inc.
Local Exchange / Interexchange
Public Convenience & Necessity**

Case No. PU-2331-00-332

ORDER

September 20, 2000

On July 5, 2000, IPVoice Communications, Inc. (IPVOICE) filed an application for certificates of public convenience and necessity to provide competitive facilities-based local exchange telecommunications services in all locations currently served by U S WEST Communications, Inc., and interexchange telecommunications services throughout North Dakota.

On July 11, 2000, the Public Service Commission's Director of Accounting filed a memorandum expressing concerns about IPVoice's financial ability to provide service. The memorandum was updated on August 23rd to reflect recent financial transactions and a resulting recommendation that IPVoice now has the financial ability to provide service in North Dakota.

On July 19, 2000, the Commission issued a Notice of Opportunity for Hearing, which provided until August 25th for receiving comments or hearing requests. No requests for hearing were received. The notice identified the following issues to be considered:

1. Fitness and ability of the applicant to provide service.
2. Adequacy of the proposed service.
3. The technical, financial and managerial ability of the applicant to provide service.

IPVoice is a Delaware Corporation with headquarters in Phoenix AZ and a wholly-owned subsidiary of IPVoice.com, Inc., a Nevada Corporation. IPVoice has been certified to provide telecommunications service in several state and is already registered as a reseller in North Dakota. IPVoice indicates that its management and key personnel have extensive telecommunications operational experience and technical expertise. The Commission finds IPVoice is fit, able, and has the technical, financial and managerial ability to provide service.

IPVoice seeks authority to provide all forms of intrastate services including switched and non-switched local exchange services, vertical services, direct inward and

outward dialed trunks, carrier access, centrex, DSL, ISDN, frame-relay, ancilliary, and interexchange services via internet. The Commission finds that IPVoice's proposed service is adequate.

Order

The Commission Orders:

1. The application of IPVoice Communications, Inc. for certificates of public convenience and necessity to provide competitive facilities-based local telecommunications services in all locations currently served by U S WEST Communications, Inc., and interexchange telecommunications services throughout North Dakota is GRANTED.
2. IPVoice's certificates of public convenience and necessity shall be conditioned on securing such approval from local governing entities as required by state and federal law prior to providing service in any local territory.

PUBLIC SERVICE COMMISSION



Susan E. Wefald Bruce Hager Leo M. Reinbold
Commissioner President Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4518

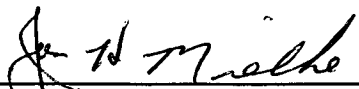
This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Alexander, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4519

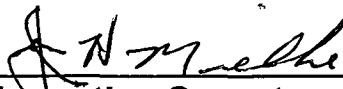
This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Belfield, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4520

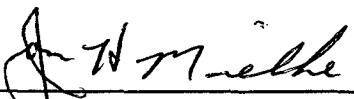
This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Bismarck, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4521

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Casselton, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4522

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Dickinson, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4523

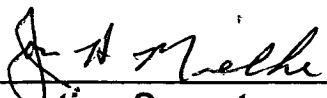
This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Emerado, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4524

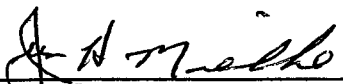
This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Fairmount, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4525

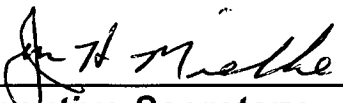
This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Fargo, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4526


This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Gardner, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

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Pages: 1

Certificate No. 4526

by Public Service Commission

09/20/2000

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4540


This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Minto, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4541

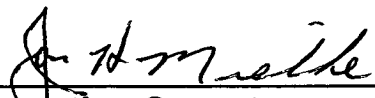
This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Northwood, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4542


This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Pembina, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4543

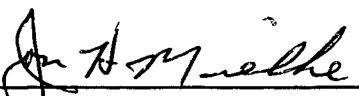
This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Reynolds, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4544

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Thompson, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4545

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Valley City, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

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Pages: 1

Certificate No. 4545

by Public Service Commission

09/20/2000

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4546


This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Wahpeton, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4547

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Watford City, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4548

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Williston, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4549

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Wyndmere, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4550

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the suburban territory near Fairview, Montana, part of the Fairview local exchange area, but located in North Dakota and served from the Fairview, Montana local central office.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4551

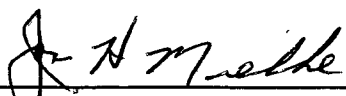
This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the rural territory near Sidney, Montana, part of the Sidney local exchange area, but located in North Dakota and served from the Sidney, Montana local central office.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4552

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide statewide interexchange (toll) telecommunications services, with facilities, in North Dakota.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4527


This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Grafton, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4528

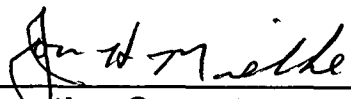
This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Grand Forks, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4529

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Gwinner, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4530

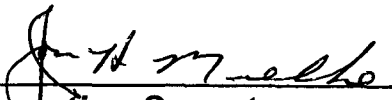
This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Hatton, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4531

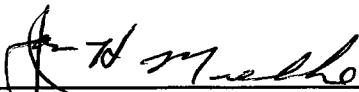
This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Hillsboro, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4532


This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Jamestown, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4533

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Kindred, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4534

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Larimore, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4535

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Leonard, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4536

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Lisbon, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4537

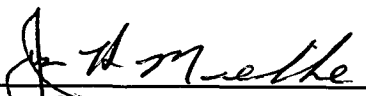
This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Mandan, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4538

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Marvel, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4539

This is to certify that public convenience and necessity require, and permission is granted for IPVoice Communications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Mayville, North Dakota local exchange area.

This certificate is issued in Case No. PU-2331-00-332 and is conditioned upon IPVoice Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated September 20, 2000.

Bismarck, North Dakota, September 20, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



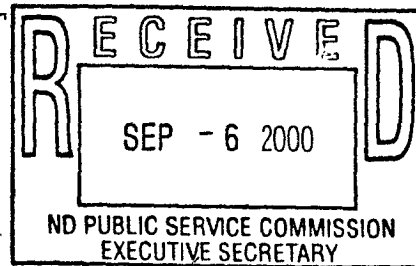
Commissioner

Facsimile Transmission

LANCE J.M. STEINHART

ATTORNEY AT LAW
6455 EAST JOHNS CROSSING
SUITE 285
DULUTH, GEORGIA 30097

TELEPHONE: (770) 232-9200
FACSIMILE: (770) 232-9208



THIS MESSAGE IS INTENDED FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL, AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE RECIPIENT OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U. S. POSTAL SERVICE. THANK YOU.

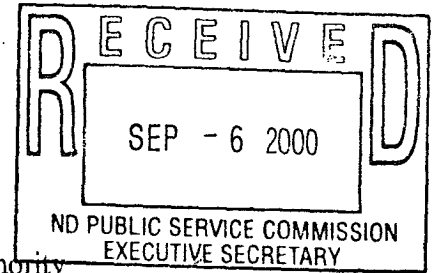
NAME: Mr. Jerry Lein
FIRM: North Dakota Public Utilities Commission
TELEPHONE: 701-328-1035
FAX NUMBER: 701-328-2410
FROM: Charlotte Lacey, Legal Assistant to Lance J.M. Steinhart
DATE: September 6, 2000
RE: Docket No. PU- 2331-00-332

TOTAL NUMBER OF PAGES INCLUDING THIS COVER LETTER: 2

MESSAGE: **Please see the attached list for IPVoice Communications, Inc. Give me a call if you need any further information. Thank you.**

13 PU-2331-00-332 Pages: 2
Fax/List of states that they are currently authorized in by IPVoice Communications, Inc. 09/06/2000 CC: Comm Legal PUD (3)

IPVoice has filed for Resold & Facilities-Based Local and Long Distance Authority in all states excepts for Alaska and Tennessee.



IPVoice is currently authorized in the following States:

- Indiana Resold & Facilities-Based Long Distance authority
- Idaho Resold & Facilities-Based Long Distance authority
- Iowa Resold & Facilities-Based Long Distance authority
- Kansas Resold & Facilities-Based Local and Long Distance authority
- Kentucky Resold & Facilities-Based Long Distance authority
- Massachusetts Resold & Facilities-Based Long Distance authority
- Michigan Resold & Facilities-Based Long Distance authority
- Montana Resold & Facilities-Based Local and Long Distance authority
- New Hampshire Resold & Facilities-Based Long Distance authority
- New Jersey Resale only for Local and Long Distance
- North Carolina Resold & Facilities-Based Long Distance authority
- North Dakota Resale only for Local and Long Distance
- Pennsylvania Provisional authority for Local and Long Distance
- Rhode Island Resold & Facilities-Based Local and Long Distance authority
- Washington Resold & Facilities-Based Local and Long Distance authority
- Wisconsin Resold & Facilities-Based Local and Long Distance authority
- Wyoming Resold & Facilities-Based Long Distance authority

INFORMAL AGENDA

August 30, 2000

PU-2331-00-332

IPVoice Communications, Inc.
Local Exchange/Interexchange
Public Convenience and Necessity

I-41

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

IPVoice Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2331-00-332

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **23rd day of August, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Updated Staff Memo on Financial Ability

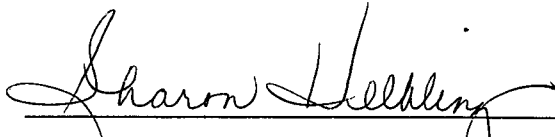
The envelope was addressed as follows:

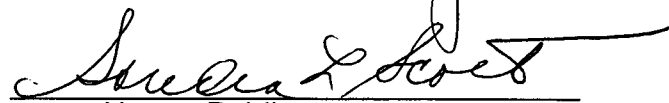
Lance J M Steinhart
6455 E Johns Crossing Ste 285
Duluth GA 30097
Cert. No. 7099 3220 0002 8476 9088

Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **23rd day of August, 2000**.

SEAL



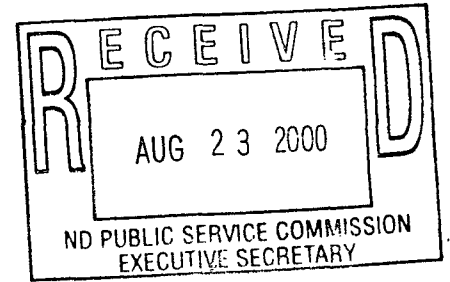


Notary Public



Memorandum

To: Jon Mielke
From: Mike Diller *Mike Diller*
Date: August 23, 2000
Re: **IPVoice Communications, Inc.**
Local / Interexchange PC&N
Case No. PU-2331-00-332



On July 11, 2000 staff issued a memorandum stating that based on the applicant's financial statements and its Independent Auditor's Report, the "company's financial position and operating results raise substantial doubt about its ability to continue as a going concern. Staff doubted the applicant's ability to provide the necessary funding to serve North Dakota on a sustained basis.

The following is written to provide the commission with an updated limited financial analysis of this case. The applicant provided updated financial statements for the period ending June, 2000. According to the applicant's financial statements, the company issued preferred stock during the second quarter of 2000 that generated more than \$2 million. The applicant also converted a great deal of its long term debt to common stock. Based on the updated financial information, staff believes the applicant has obtained the additional financial necessary to provide service in North Dakota.

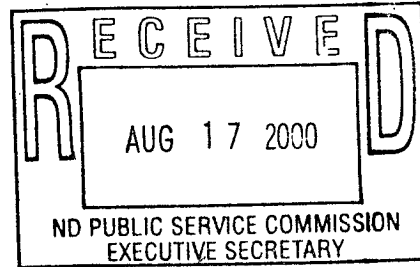
The Telecommunications Act of 1996 established a national policy to create a competitive environment for telephone service.

Based on the information provided, staff sees no reason to deny this application.

In accordance with the Commission's wishes, I have served this document on the applicant.

Affidavit of Publication

State of North Dakota)
County of Burleigh)



Laurie Thiel

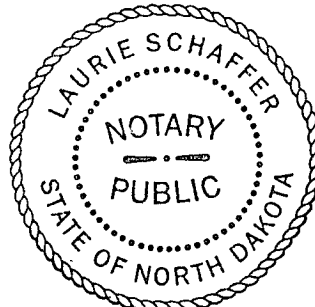
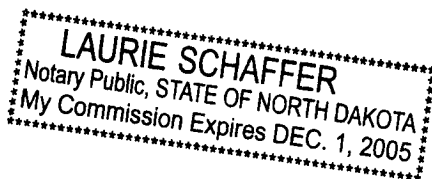
, being duly sworn, state as follows:

1. I am the designated agent, under the provisions and for the purposes of, Section 31-04-06, NDCC, for the newspapers listed on the attached exhibits.
2. The newspapers listed on the exhibits published the advertisement of:
IP Voice Comm., 1 time(s)
as required by law or ordinance.
3. All of the listed newspapers are legal newspapers in the State of North Dakota and, under the provisions of Section 46-05-01, NDCC, are qualified to publish any public notice or any matter required by law or ordinance to be printed or published in a newspaper in North Dakota.

Signed: Laurie Thiel

Subscribed and sworn to before me this 15th day of August A.D. 2000.

Laurie Schaffer



9 PU-2331-00-332

Pages: 11

Affidavit of Publication

by North Dakota Advertising Service, Inc.

08/17/2000

CC: Comm Legal PUD (3)

Notice of Opportunity For Hearing
July 19, 2008

Case # PU-2331-00-332

Bismarck 7-26

Devils Lake 7-26

Dickinson 7-26

Fargo 7-31

Grand Forks 7-26

Jamestown 7-26

Minot 7-26

Valley City 7-26

Wahpeton 7-26

Williston 7-26

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

IPVoice Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2331-00-332

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **20th day of July, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Notice of Opportunity for Hearing

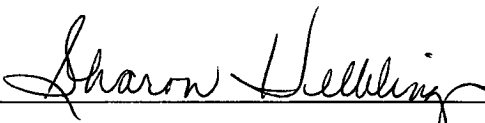
The envelope was addressed as follows:

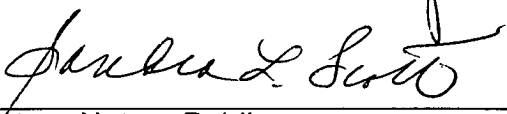
Lance J M Steinhart
6455 E Johns Crossing Ste 285
Duluth GA 30097
Cert. No. 7099 3220 0002 8476 8197

Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **20th day of July, 2000**.

SEAL





Notary Public

SANDRA L. SCOTT
Notary Public, STATE OF NORTH DAKOTA
My Commission Expires JUNE 11, 2004

8 PU-2331-00-332
07/20/2000
Public Service Commission
Affidavit of Service by Certified Mail

Pages: 1

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

IPVoice Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2331-00-332

AFFIDAVIT OF SERVICE BY ORDINARY MAIL OR E-MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **20th day of July, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, envelopes by first class mail, fully prepaid, securely sealed, each containing a photocopy of:

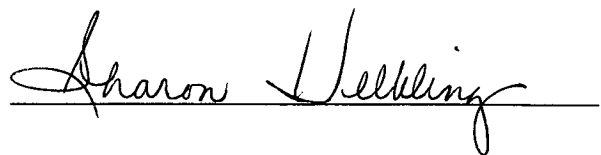
Notice of Opportunity for Hearing

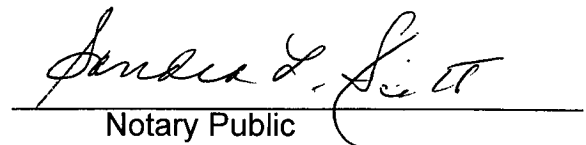
The envelopes were addressed as follows:

See Attached List

Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **20th day of July, 2000**.




Notary Public

SEAL



PU-2331-00-332

Copies To:

State Library (8 copies)

Historical Society

Associated Press

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New York NY 10013

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Lise Strom
81 Grand St
New York NY 10013

harumiyamamoto@dwt.com
Harumi Yamamoto
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New York NY 10013

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Ruth Holder

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Groton SD 57445

jlchapman@acomminc.com
Jerry Chapman
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Minneapolis MN 55403-0343

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1717 E Interstate Ave
Bismarck ND 58501-0564

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PO Box 230
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Jerome Tishmack
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Steele ND 58482-0230

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Cooperstown ND 58425

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Ronald Laqua
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Halstad MN 56548-0055

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Diane Clark
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Hackensack NJ 07601

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Keith Anderson
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McLeodUSA

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Amy Ibis
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Moore & Liberty Telephone Co
Enderlin ND 58027

hold@texas.net
Dana Wilson
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Dallas TX 75244

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Patti Schan
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Pamela Harrington
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Warren Hight
Souris River Tele Coop
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West River Telecomm Coop
PO Box 467
Hazen ND 58545-0467

pihland@means.net
Paul Ihland
Wolverton Telephone Company,
Wolverton MN 56594

Neil Talbot
81 Grand St
New York NY 10013

Myer Shark
2277 Gene / ry Trail Unit C
Palm Springs CA 92264

Myer Shark
Knollwood Place Apts #221
3630 Phillips Pkwy
St Louis Park MN 55426

Ann Faught
Absaraka Co-op Tele Co
Absaraka ND 58002

ACN Communications Services Inc
32991 Hamilton Ct
Farmington Hills MI 48334

Mark Waind
Altru Health System
1200 South Columbia Rd
Grand Forks ND 58201

John Summers
AmeriTel Pay Phones Inc
180 Northwest Oldham Pkwy
Lee's Summit MO 64081

Arch Paging
11437 Valley View Rd
Eden Prairie MN 55344

Leeann Brunnette
AT&T
321 E Walnut St
Des Moines IA 50309

Jack Medaris
Atlas Communications LTD
484 Norristown Rd Ste 123
Blue Bell PA 19422

Dorothy Jones
Bell Atlantic Communications Inc
1320 N Courthouse Rd 9th Fl
Arlington VA 22201

Jennifer Whitley
Business Discount Plan Inc
3780 Kilroy Arpt Wy
Long Beach CA 90806

John Session
Cable & Wireless Comm Inc
8219 Leesburg Pike
Vienna VA 22182

Scott Geston
Cable One of Fargo
P O Box 10624
Fargo ND 58106-0624

Choctaw Communications Inc
1600 Viceroy
Dallas TX 75235

Robert Fallan
Coast International
14303 W 95th St
Lenexa KS 66215-5210

Comcast Telecommunications
1500 Market St
Philadelphia PA 19102

Molli Harper
Commnet Cellular Inc
8350 E Crescent Pkwy Ste 400
Englewood CO 80111

Murray Barr
Competitive Strategies Group Inc
70 East Lake St 7th Fl
Chicago IL 80112

Elaine McHale
Concert Communications Sales LLC
295 N Maple Ave Rm 5463A2
Basking Ridge NJ 07920

D D D Calling Inc
5120 Woodway Ste 8020
Houston TX 77056

Robert Hill
Dakota Central Telecom I
PO Box 299
Carrington ND 58421-0299

DSLnet Communications LLC
545 Long Wharf Dr
New Haven CT 06511

Excel Communications Inc
P O Box 650582
Dallas TX 75265

Framco Inc
P O Box 2711
Fargo ND 58108

Craig Brewerton
Geo Economics
PO Box 4272
Missoula MT 59806-4272

Group Long Distance Inc
6600 N Andrews Ave Ste 140
Ft Lauderdale FL 33309

IdeaOne Telecom Group LLC
3239 39th St SW
Fargo ND 58104

Sue Weiske
Ionex Communications North Inc
5710 LBJ Frwy Ste 215
Dallas TX 75240

Larry Barnes
IXC/SSC-Regulatory Affairs
1122 S Capital of TX Hwy
Austin TX 78746-6426

Robert Hill
Dakota Central Tele Coop
PO Box 299
Carrington ND 58421-0299

Dickey Rural Communications Inc
PO Box 69
Ellendale ND 58436-0069

Easton Telecom Services Inc
4646 W Streetsboro
Richfield OH 44286

Lawrence Freedman
Fleischman & Walsh
1400 16th ST NW
Washington DC 20036

Ronald Rodemerk
Frontier Comm International
180 S Clinton Ave
Rochester NY 14646-0500

Lucille Nilson
Griggs County Telephone Company
Cooperstown ND 58425

HJN Telecom Inc
3235 Satellite Blvd Bldg 400 Ste 300
Duluth GA 30096

Lance Sentman
International Telcom Ltd
417 2nd Ave W
Seattle WA 98119

Nanette Edwards
ITC DELTACOM INC
4092 Memorial Pkwy SW
Huntsville AL 35802-1382

Thomas K Crowe
Law Offices of Thomas K Crowe PC
2300 M St NW Ste 800
Washington DC 20037

LCI International Telecom Corp
4650 Lakehurst Ct
Dublin OH 43017

LDM System: Inc
430 Park Ave 5th Fl
New York NY 10022

Level 3 Communications LLC
3555 Farnam St
Omaha NE 68131

Jan Lowe
Long Dist Consolidated Billing Co
145 S Livernois Rd #199
Rochester MI 48307-1837

Marilyn Foss
MCI WorldCom Inc
707 17th St Ste 3600
Denver CO 80202

MCImetro Access Transmission Services
1801 Pennsylvania Ave NW
Washington DC 20006

McLeodUSA
P O Box 3177
Cedar Rapids IA 52406-3177

Carolyn Fodor
MIDCOM Communications Inc
26913 Northwestern Hwy #165
Southfield MI 48034

Midcontinent Communications
410 South Phillips Ave
Sioux Falls SD 57104

Mid-Rivers Telephone Coop Inc
P O Box 280
Circle MT 59215

Gordon Wilhelmi
Midstate Communications Inc
PO Box 400
Stanley ND 58784-0400

Mark Wilhelmi
Midstate Telephone Co
PO Box 400
Stanley ND 58784-0400

Minnesota Independent Equal Access
Corp
10300 6th Avenue N
Plymouth MN 55441

Mike Strand
MITS
PO Box 5237
Helena MT 59604-5237

MVX Communications LLC
100 Rowland Way Ste 145
Novato CA 94945

Dave Crothers
NDATC
Box 1144
Mandan ND 58554-1144

Richard Thronson
Nemont Telephone Cooperative Inc
Scobey MT 59263

Sharon Meinhart
NetLogix Telecom Inc
501 Bath St
Santa Barbara CA 93101

Net-tel Corporation
1023 31st St NW
Washington DC 20007

Sandra Adams
NewPath Holdings Inc
4364 114th St
Des Moines IA 50322

Nextel West Corp
2001 Edmund Halley Dr
Reston VA 20191-3436

Holly Sasscer
Operator Communications Inc
3530 Forest Ln Ste 200
Dallas TX 75234-7910

Pamcomm
P O Box 5200
Sioux Falls SD 57117-5200

Primus Telecommunications Inc
1700 Old Meadow Rd 3rd Fl
McLean VA 22102

Quintelco Inc
1 Blue Hill Plaza
Pearl River NY 10965

Dean Polkow
RCC Network Inc
PO Box 2000
Alexandria MN 56308-2000

Gene Sloan
Reservation Telephone Cooperative
Parshall ND 58770

Skyland Technologies Inc
P O Box 5237
Helena MT 59604-5237

Andrew Jones
Sprint
8140 Ward Pkwy Flr 5E
Kansas City MO 64114

Harris Saele
T P C Inc
PO Box 180
Devils Lake ND 58301-0180

Dave Dircks
North Dakota Telephone Company
PO Box 180
Devils Lake ND 58301-0180

Patrick DeLaney
Overlook Communications International
1325 North Meadow Pkwy #S110
Roswell GA 30076

Bryan Engle
Parcel Consultants Inc
150 Commerce Rd
Cedar Grove NJ 07009

Jan Seby
Pringle and Herigstad P C
PO Box 1000
Minot ND 58702-1000

Heather Troxell
Qwest Communications Corporation
4250 Fairfax Dr
Arlington VA 22203

RCN Long Distance Company
105 Carnegie Ctr
Princeton NJ 08540

Sandra Adams
NewPath Holdings Inc
4364 114th St
Des Moines IA 50322

Lisa Dabkowski
SNET America Inc
6 Devine St 1st Fl
North Haven CT 06743

Randy Burckhard
SRT Communications Inc
P O Box 789
Minot ND 58702-0789

Target Telecom Inc
1515 S Federal Hwy Ste 400
Boca Raton FL 33432-7451

Regulatory Analyst
Technologies Management I
PO Drawer 200
Winter Park FL 32790-0200

Jack Medaris
Telco Partners Inc
484 Norristown Rd Ste 123
Blue Bell PA 19422

Tele-Tech Inc
2900 W 11th St
Sioux Falls SD 57104-3660

T-Netix Inc
67 Inverness Drive E
Englewood CO 80112

Judy Pepler
U S WEST Communications Inc
PO Box 5508
Bismarck ND 58502-5508

Dick Boyer
U S West Interprise America Inc
1999 Bdwy Rm 700
Denver CO 80202

Sam Billingsley
United States Advanced Network Inc
3000 Northwoods Pkwy Ste 140
Norcross GA 30071

Dennis Houston
Universal Network Services of ND
1572 North Batavia St Ste 1A
Orange CA 92867

USBG Inc
5601 W 120th St
Alsip IL 60658

Randy Houdek
Venture Communications Inc
PO Box 157
Highmore SD 57345-0157

Thomas Cirrito
Telco Communications
1100 Wilson Blvd Ste 1425
Arlington VA 22209-2297

Al Bosch
Tele-Beep Company
PO Box 7072
Bismarck ND 58502-7072

Liz Petroni
Teltrust Comm Services Inc
6322 S 3000 East
Salt Lake City UT 84121

Kenneth Carlson
Turtle Mountain Communications
PO Box 729
Langdon ND 58249-0729

Tim Kunkelman
U S WEST Communications Inc
1801 California St Rm 4630
Denver CO 80202

Giuseppe Vitale
UKI Communications Inc
500 N Rainbow Blvd Ste 300
Las Vegas NV 89107

Kenneth Carlson
United Telephone Mut Aid Corp
Langdon ND 58249

Telecomm Dept
University of North Dakota
Box 8193
Grand Forks ND 58202-7141

Val-Ed Joint Venture LLP
150 2nd St SW
Perham MN 56573

Robert Barfield
West River Communications Inc
PO Box 467
Hazen ND 58545-0467

Doris Cooper
West River Long Distance
PO Box 467
Hazen ND 58545-0467

Robert Barfield
West River Telecom Coop
PO Box 467
Hazen ND 58545-0467

Western CLEC Corporation
3650 131st Ave SE #400
Bellevue WA 98006

Z-Tel Communications Inc
601 S Harbour Island Blvd Ste 220
Tampa FL 33602-5925

Helbling, Sharon D.

From: Helbling, Sharon D.
Sent: Thursday, July 20, 2000 11:13 AM
To: 'ndna'
Subject: Attached Notices

Please have the attached Notices published as legal publications in the ten North Dakota daily newspapers. Also run them as "News Item Only" articles.

Send the bill to the Public Service Commission, along with a tear sheet for billing purposes.

If you have any questions, give me a call at 328-4076.

Thank you.

**Sharon Helbling
Public Utilities Division**



APPROVED:

DATE: 7-19-00
KMF

MOTION

July 19, 2000


**IPVoice Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity**

Case No. PU-2331-00-332

I move the Commission issue a Notice of Opportunity for Hearing in the application of IPVoice Communications, Inc. for a Certificate of Public Convenience and Necessity to provide local exchange telecommunications services in all locations currently served by U S WEST Communications, Inc., and interexchange telecommunications services throughout North Dakota, Case No. PU-2331-00-332.

JRL/sdh

000332-2.doc


5 PU-2331-00-332
07/19/2000
Public Service Commission
Motion

Pages: 1

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**IPVoice Communications, Inc.
Local Exchange / Interexchange
Public Convenience & Necessity**

Case No. PU-2331-00-332

NOTICE OF OPPORTUNITY FOR HEARING

July 19, 2000

On July 5, 2000, IPVoice Communications, Inc., Delaware Corporation, filed an application for certificates of public convenience and necessity to provide facilities-based local exchange telecommunications services in all locations currently served by U S WEST Communications, Inc., and interexchange telecommunications services throughout North Dakota.

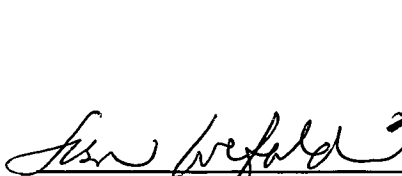


The issues to be considered in this matter are:

1. Fitness and ability of the applicant to provide service.
2. Adequacy of the proposed service.
3. The technical, financial and managerial ability of the applicant to provide service.

Those interested are invited to comment on this application in writing. Persons desiring a hearing must file a written request identifying their interest in the proceeding and the reasons for requesting a hearing. Comments and requests for hearings must be received by **August 25, 2000**. If deemed appropriate, the Commission can determine the matter without hearing.

For more information contact the Public Service Commission, State Capitol, Bismarck, North Dakota 58505, 701-328-2400; or Relay North Dakota 1-800-366-6888 TTY. If you require any auxiliary aids or services, such as readers, signers, or Braille materials please notify Jon Mielke, Executive Secretary.

PUBLIC SERVICE COMMISSION

 Susan E. Wefald Commissioner	 Bruce Hagen President	 Leo M. Reinbold Commissioner
---	--	--

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

IPVoice Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2331-00-332

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **11th day of July, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

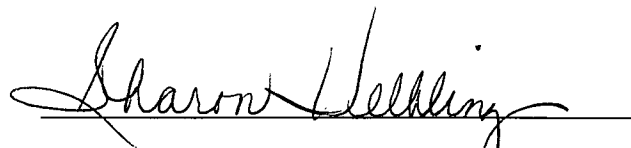
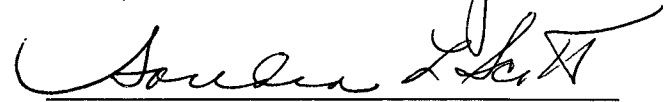
Staff Memo on Financial Ability

The envelope was addressed as follows:

Lance J M Steinhart
6455 E Johns Crossing Ste 285
Duluth GA 30097
Cert. No. 7099 3220 0002 8476 1839

Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **11th day of July, 2000**.



Notary Public

SEAL





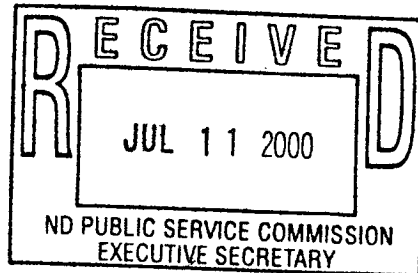
Public Service Commission
State of North Dakota

Memorandum

600 E Boulevard Ave. Dept. 408
Bismarck, North Dakota 58505-0480
e-mail: sab@oracle.psc.state.nd.us
TDD 800-366-6888
Fax 701-328-2410
Phone 701-328-2400

Executive Secretary
Jon H. Mielke

COMMISSIONERS **To:** Jon Mielke
From: Mike Diller *Mike Diller*
Date: July 11, 2000
Re: IPVoice Communications, Inc.
Local / Interexchange PC&N
Case No. PU-2331-00-332



The following is written to provide the commission with a very limited financial analysis of this case regarding the applicant's financial ability to serve North Dakota. According to the applicant's financial statements, the company has net operating losses of more than \$2 million since February 19, 1997 (date of inception) to December 31, 1999. As of December 31, 1999, the company reports negative stockholder equity of \$917,836. According to the Independent Auditor's Report, the "Company's financial position and operating results raise substantial doubt about its ability to continue as a going concern.

Without an equity infusion, it seems unlikely this company will remain too far into the future. In a similar case (DSL of North Dakota, PU-1949-98-457), the commission did not grant a PC&N certificate until the company could show that it had obtained additional financing.

The Telecommunications Act of 1996 established a national policy to create a competitive environment for telephone service. In the past, I have argued that requiring proof of financial ability runs counter to the purpose of the act. However, North Dakota law requires such proof.

Based on the information provided, it does not appear that the applicant has the financial wherewithal to serve North Dakota on a sustained basis. Perhaps the applicant will be able to address this concern during the informal hearing.

In accordance with the Commission's wishes, I have served this document on the applicant.

Lance J.M. Steinhart

Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

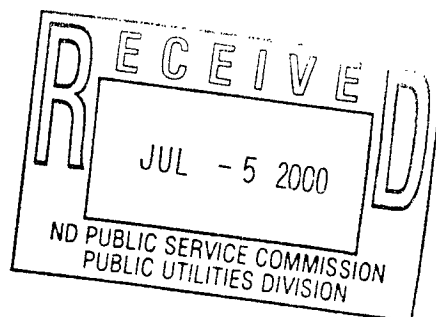
Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

July 1, 2000

VIA FEDERAL EXPRESS

Mr. Jon Mielke
Executive Secretary
Public Service Commission
State Capitol
600 E. Boulevard
Bismarck, ND 58505-0480



Re: IPVoice Communications, Inc.

Dear Mr. Mielke:

Enclosed please find for filing an original and seven (7) copies of IPVoice Communications, Inc.'s Application for a Certificate of Public Convenience and Necessity to Provide Telecommunications Services.

I have enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed preaddressed-postage-prepaid envelope. If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for IPVoice Communications, Inc.

Enclosures
cc: Julie Bahavar

1 PU-2331-00-332

Pages: 38

07/05/2000

IPVoice Communications, Inc.

Local Exchange/Interexchange PC&N filing

CC: Comm Legal PUD (3)

PUBLIC SERVICE COMMISSION
STATE OF NORTH DAKOTA

In the matter of the Application of)
IPVoice Communications, Inc.)
for a Certificate of)
Public Convenience and Necessity to)
provide Telecommunications Services)

Docket No. _____

The applicant, IPVoice Communications, Inc. ("IPVoice") a Corporation organized and existing under the laws of the State of Delaware with its principal place of business of 5050 No. 19th Ave., Ste. 416, Phoenix, Arizona 85015, does hereby represent and show the Commission as follows:

1. On May 24, 2000, the North Dakota Secretary of State issued to IPVoice a Certificate of Authority under the provisions of North Dakota law governing foreign corporations, giving it authority to do business in the State of North Dakota and a copy of such certificate is submitted with this application.

2. IPVoice was organized as a Delaware Corporation to engage in the business of offering telecommunications services, including local exchange and toll telephone service, and intends to offer these services throughout the United States. By this application, IPVoice requests a Certificate of Public Convenience and Necessity to provide local exchange along with other telecommunications services at all locations throughout the State of North Dakota that are currently served by US West Communications, Inc., and to provide interexchange services statewide. Applicant is a wholly owned subsidiary of IPVoice.com, Inc, a publicly held Nevada corporation.

3. IPVoice has applied for a Certificate of Registration to resell interexchange services in North Dakota, and to resell local exchange services in North Dakota.

The following exhibits are attached to this application and incorporated herein by this reference:

Exhibit 1: A copy of the Certificate of Authority of IPVoice issued by the State of North Dakota;

Exhibit 2: A certificate of Good Standing from the State of North Dakota;

Exhibit 3: Service Area Map

Exhibit 4: A copy of IPVoice.com, Inc.'s Financial Statements for the years ended December 31, 1999 & 1998, and from February 19, 1997 (inception) through December 31, 1999

Exhibit 5: Affidavit of Barbara S. Will

Exhibit 6: Biographical Information

3. All correspondence and notices regarding this application should be directed to Lance J.M. Steinhart, of the Law Office of Lance Steinhart, 6455 E. Johns Crossing, Suite 285, Duluth, GA 30097, whose telephone and fax numbers are 770-232-9200 and 770-232-9208 respectively.

4. The rate structure for providing local exchange and toll services is intended to be Competitive with the rates charged by the incumbent provider(s).

5. IPVoice is fit and has the experience and ability to provide the local exchange and toll services for which authority is sought herein. IPVoice intends to provide all forms of intrastate service including:

- A. Local Exchange Services that will enable customers to originate and terminate local calls in the local calling area served by other LECs.
- B. Switched local exchange services; vertical services, Direct Inward and Outward Dialed trunks, carrier access, and any other switched local services that currently exist or will exist in the future.
- C. Non-switched local services (e.g., private line) that currently exist or will exist in the future.
- D. Centrex and/or Centrex-like services that currently exist or will exist in the future.
- E. Digital subscriber line, ISDN, frame-relay, and other high capacity line services.
- F. Ancillary Services (911, directory listing, directory assistance, etc.).
- G. Interexchange (switched and dedicated services): 1+ and 101XXXX outbound dialing; 800/888 toll-free inbound dialing; calling cards; and data services.

6. IPVoice has the technical, financial and managerial ability to provide the indicated services.

7. By enacting the Telecommunications Act of 1996, Congress has established a national public policy of opening the local exchange to competition and increasing the level of competition in all other areas of telecommunications services. Congress perceived a need for such competition, and IPVoice hopes to meet this need to the ultimate benefit of North Dakota consumers.

8. Since IPVoice intends to provide local exchange telecommunications services in those geographic areas in North Dakota currently served by US West as illustrated in the exchange area maps attached hereto as Exhibit 3.

9. The Public Service Commission ("Commission") for the State of North Dakota has Authority to grant this application under the provision of Chapter 49-03.1 of the North Dakota Century Code and the Commission's Rules of Practice and Procedure.

WHEREFORE, IPVoice respectfully requests that a Certificate of Public Convenience and Necessity be issued for the services sought herein following appropriate notice; and further, IPVoice respectfully requests that the Certificate of Public Convenience and Necessity be issued without hearing, if appropriate, according to the applicable statutes and the rules and regulations of the Commission.

Dated this 18 of May, 2000.

IPVoice Communications, Inc.

By: _____

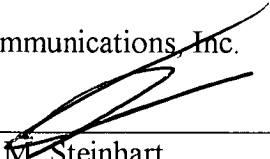
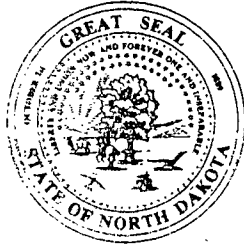

Lance J.M. Steinhart
Law Office of Lance Steinhart
6455 E. Johns Crossing, Suite 285
Duluth, GA 30097
Telephone No.: 770-232-9200
Facsimile No.: 770-232-9208
Attorney for Applicant

Exhibit 1: A copy of the Certificate of Authority of IPVoice issued by the State of North Dakota

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY

OF

IPVOICE COMMUNICATIONS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that an application of

IPVOICE COMMUNICATIONS, INC.
for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the North Dakota Century Code, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to

IPVOICE COMMUNICATIONS, INC.
to transact business in this State under the name of

IPVOICE COMMUNICATIONS, INC.

Issued: May 24, 2000

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State



**CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION
APPLICATION**
SECRETARY OF STATE
SFN 13100 (8-97)

RECEIVED
MAY 22 2000
SEC. OF STATE

FOR OFFICE USE ONLY
ID # 15,941,400
WO # 784566
Filed 5-24-00 By US

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

- 1.A. The application **MUST** be accompanied by **ALL** of the following:
- Filing fee of \$125 if a Foreign Business or Professional Corporation
 - Filing fee of \$40 if a Foreign Nonprofit Corporation
 - Signed Consent of Registered Agent and fee of \$10
 - Current, **ORIGINAL CERTIFICATE OF GOOD STANDING OR CERTIFICATE OF EXISTENCE** verifying corporate existence certified by the incorporating officer of the state or country of incorporation.
- B. The following **MAY** be required:
- Certification of professional license from the North Dakota licensing board for the profession
 - Signed consent to use of name and fee of \$10
 - Trade Name Registration and fee of \$25

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code, Section 10-19.1-135 or 10-33-125.

2. Type of corporation applying for Certificate of Authority: (check one)
- Foreign Business Foreign Professional Foreign Nonprofit

3.A. Name of corporation **EXACTLY** as it appears on Certificate of Good Standing from state of origin
IPVOICE COMMUNICATIONS, INC.

B. Federal ID # **84-1453281**

C. If the corporation chooses to use a name other than its corporate name, that name is a trade name and must be registered with the North Dakota Secretary of State. (SEE INSTRUCTION 3.C.) If applicable, provide the trade name below and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota.

- D. If the corporation has been notified by the North Dakota Secretary of State that its corporate name is the same as, or deceptively similar to a name already registered, this application for Certificate of Authority must be accompanied by one of the following: (check one)
- Consent to use of name from the conflicting name holder(s)
- An application for registration of a trade name for use in transacting business in North Dakota. The trade name adopted is:

Certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota

4. Complete mailing address of principal executive office which may not only be a post office box (Street/RR, and PO Box if applicable, city, state, zip + 4) **5050 No. 19th Ave, Ste 416, Phoenix, AZ 85015**

5.A. STATE or country where incorporated Delaware	5.B. EXACT date incorporated (Month, day, AND year) December 10, 1997	5.C. Duration of corporation <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Other (Specify)	5.D. Telephone # 602-335-1231 5.E. Toll-free telephone # (800) 556-2538
---	---	---	--

6.A. Name of required registered agent in NORTH DAKOTA (SEE INSTRUCTION 6.A.)
TCS Corporate Services, Inc.

B. Federal ID/social security # of registered agent

C. Address of registered agent in NORTH DAKOTA which may not only be a post office box number (Street/RR, and PO Box if applicable, city, state, zip + 4) **400 East Broadway, Ste. 409, Bismarck, ND 58501**

7. Nature of business or activities the corporation intends to conduct in the State of North Dakota

Provide Telecommunication Services

OFFICE	Check box if officer also serves as director	NAME		COMPLETE MAILING ADDRESS			
		Street/RR	PO Box	City	State	Zip + 4	
PRESIDENT		Barbara S. Will		5050 No. 19th Ave, Ste 416, Phoenix, AZ 85015			
VICE PRESIDENT		Anthony Welch		5050 No. 19th Ave, Ste 416, Phoenix, AZ 85015			
SECRETARY		Julie Bahavar		5050 No. 19th Ave, Ste 416, Phoenix, AZ 85015			
TREASURER							
DIRECTOR		Barbara S. Will		5050 No. 19th Ave, Ste 416, Phoenix, AZ 85015			
DIRECTOR		Anthony Welch		5050 No. 19th Ave, Ste 416, Phoenix, AZ 85015			

9. The undersigned, a person authorized by the corporation to sign this application, knows the contents thereof, and believes the statements made to be true.

Barbara S. Will 15/11/2000
Original signature Date

10. Name of person to contact about this application Daytime telephone #
Charlotte Lacey **770-2329-200**



**REGISTERED AGENT
CONSENT TO SERVE**
SECRETARY OF STATE
SFN 7974 (9-97)

RECEIVED

MAY 22 2000

SEC. OF STATE

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

FOR OFFICE USE ONLY

ID #	15,941,400
File #	
WO #	784566
Filed	5-24-00
By	US

1. FILING FEE: \$10.00

TYPE OR PRINT LEGIBLY

2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership or real estate investment trust)

IPVOICE COMMUNICATIONS, INC.

3.A. Name of the registered agent

TCS Corporate Services, Inc.

B. Registered agent is (Check one)

- An individual North Dakota resident
- A corporation
- A limited liability company
- A limited liability partnership

C. Federal ID # or social security # of registered agent

4. The undersigned, as registered agent, or as authorized to sign on behalf of the registered agent, consents to act in the capacity of registered agent until removed or until a resignation is submitted to the Secretary of State in accordance with North Dakota laws.

Original signature of registered agent

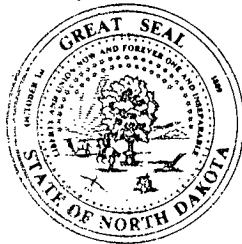
Date

15-19-00

Exhibit 2: A certificate of Good Standing from the State of North Dakota

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

IPVOICE COMMUNICATIONS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that IPVOICE COMMUNICATIONS, INC., a Delaware corporation, authorized to transact business in the State of North Dakota on May 24, 2000, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing foreign corporations.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

IPVOICE COMMUNICATIONS, INC.

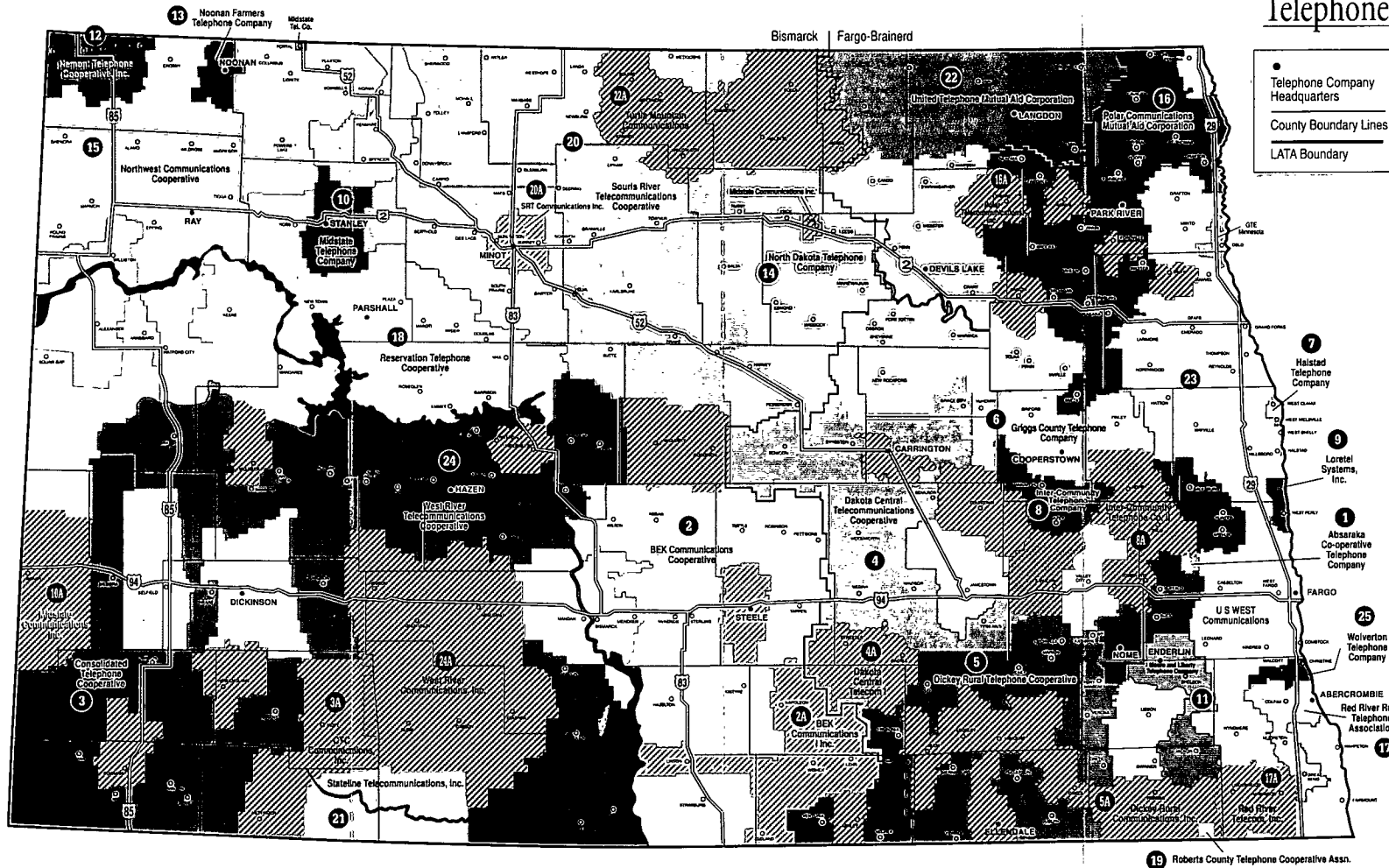
Issued: May 24, 2000

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

Exhibit 3: Service Area Map

Telephone Companies Service Area



● Telephone Company Headquarters
 — County Boundary Lines
 - - - LATA Boundary

Local Exchange Companies

- 1. Absaraka Co-operative Telephone Company (701) 896-3404
- 2. BEK Communications Cooperative (701) 475-2361
- 2A. BEK Communications I Inc.
- 3. Consolidated Telephone Cooperative (701) 225-6061
- 3A. CTC Communications, Inc.
- 4. Dakota Central Telecommunications Cooperative (701) 652-3184
- 4A. Dakota Central Telecom I
- 5. Dickey Rural Telephone Cooperative (701) 349-3687
- 5A. Dickey Rural Communications, Inc.
- 6. Griggs County Telephone Company (701) 797-3301
- 7. Halstad Telephone Company (218) 477-4777
- 8. Inter-Community Telephone Company (701) 284-7221
- 8A. Inter-Community Telephone Co. II
- 9. Lorelei Systems, Inc. (218) 784-7171
- 10. Midstate Telephone Company (701) 628-2522
- 10A. Midstate Communications Inc.
- 11. Moore and Liberty Telephone Company (701) 437-3300
- 12. Nemont Telephone Cooperative, Inc. (406) 783-5654
- 13. Noonan Farmers Telephone Company (701) 925-5717
- 14. North Dakota Telephone Company (701) 662-1700
- 15. Northwest Communications Cooperative (701) 568-3331
- 16. Polar Communications Mutual Aid Corporation (701) 284-7221
- 16A. Polar Telecommunications, Inc.
- 17. Red River Rural Telephone Association (701) 553-8309
- 17A. Red River Telecom, Inc.
- 18. Reservation Telephone Cooperative (701) 862-3115
- 19. Roberts County Telephone Cooperative Assn. (605) 637-5211
- 20. Souris River Telecommunications Cooperative (701) 858-1200
- 20A. SRT Communications Inc.
- 21. StateLine Telecommunications, Inc. (605) 244-5236
- 22. United Telephone Mutual Aid Corporation (701) 256-5155
- 22A. Turtle Mountain Communications
- 23. U S WEST Communications (701) 241-3421
- 24. West River Telecommunications Cooperative (701) 748-2211
- 24A. West River Communications, Inc.
- 25. Wolverton Telephone Company (218) 995-2900

Exhibit 4: A copy of IPVoice's Audited Financial Statements for the years ended December 31, 1999 & 1998, and from February 19, 1997 (inception) through December 31, 1999 for IPVoice.com, Inc.

by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances. However, whether actual results or developments will conform with the Company's expectations and predictions is subject to a number of risks and uncertainties, general economic market and business conditions; the business opportunities (or lack thereof) that may be presented to and pursued by the Company; changes in laws or regulation; and other factors, most of which are beyond the control of the Company. Consequently, all of the forward-looking statements made in this Form 10-KSB are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequence to or effects on the Company or its business or operations.

Item 7. Financial Statements

IPVoice.com, Inc.

(A Development Stage Enterprise)

Audited Financial Statements

**For the Years Ended December 31, 1999 and 1998
and from February 19, 1997 (Inception) through December 31, 1999**

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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
IPVoice.com, Inc.
(A Development Stage Enterprise)
Phoenix, Arizona

We have audited the accompanying consolidated balance sheets of IPVoice.com, Inc., a development stage enterprise, (the "Company") as of December 31, 1999 and 1998 and the related consolidated statements of operations, stockholders' deficiency and cash flows for the years ended December 31, 1999 and 1998 and from February 19, 1997 (Inception) through December 31, 1999. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 1999 and 1998 and the results of their operations and their cash flows for the years ended December 31, 1999 and 1998 and from February 19, 1997 (Inception) through December 31, 1999, in conformity with generally accepted accounting principles.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 4 to the consolidated financial statements, the Company has experienced a net loss since inception, and reflects negative working capital and stockholders' deficiency as of December 31, 1999. The Company's financial position and operating results raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 4. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Durland & Company, CPAs, P.A.

Palm Beach, Florida
March 7, 2000

IPVoice.com, Inc.
(A Development Stage Enterprise)
Consolidated Statements of Stockholders' Deficiency

	Number of Shares		Par Value		Additional Paid-in Capital	Stock Subscription Receivable	Deficit Accumulated During the Development Stage	Total Stockholders' Deficiency
	Preferred	Common	Preferred Stock	Common Stock				
BEGINNING BALANCE, February 19, 1997 (Inception)	0	0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
2/97 - founder's serv. (\$0.001/sh.)	0	9,000,000	0	9,000	0	0	0	9,000
3/97 - cash (\$0.01/sh.)	0	1,400,000	0	1,400	12,600	(12,274)	0	1,726
Net loss	0	0	0	0	0	0	(22,981)	
BALANCE, December 31, 1997	0	10,400,000	\$ 0	\$ 10,400	\$ 12,600	\$ (12,274)	\$ (22,981)	\$ (12,255)
3/19 - donated-rel. party (\$0.001/sh.)	0	(9,000,000)	0	(9,000)	9,000	0	0	0
3/19 - acquisition (\$0.001)	0	9,000,000	0	9,000	(9,000)	0	0	0
3/20 - cash received	0	0	0	0	0	12,274	0	12,274
2 nd qtr. - cash (\$1.00/sh.)	0	144,000	0	144	143,856	0	0	144,000
3 rd qtr. - cash (\$1.00/sh.)	0	10,000	0	10	9,990	0	0	10,000
3 rd qtr. - cash (\$0.75/sh.)	0	53,333	0	53	39,947	0	0	40,000
3 rd qtr. - cash (\$0.50/sh.)	0	20,000	0	20	9,980	0	0	10,000
3 rd qtr. - cash (\$0.25/sh.)	0	100,000	0	100	24,900	0	0	25,000
3 rd qtr. - cash \$0.10/sh.)	0	627,000	0	627	62,073	(62,700)	0	0
3 rd qtr. - services (\$0.10/sh.)	0	473,000	0	473	46,827	0	0	47,300
4 th qtr. - cash (\$0.15/sh.)	0	396,666	0	397	56,103	0	0	56,500
4 th qtr. - services (\$0.15/sh.)	0	275,000	0	275	40,975	0	0	41,250
4 th qtr. - cash (\$0.19/sh.)	0	80,000	0	80	14,920	0	0	15,000
Net loss	0	0	0	0	0	0	(507,685)	(507,685)
BALANCE, December 31, 1998	0	12,578,999	0	12,579	465,171	(62,700)	(530,666)	(115,616)
1 st qtr. - cash (\$0.22/sh.)	0	687,499	0	687	149,313	0	0	150,000
1 st qtr. - services (\$0.87/sh.)	0	493,760	0	494	429,070	0	0	429,564
2 nd qtr. - cash received	0	0	0	0	0	60,000	0	60,000
2 nd qtr. - cash (\$4.00/sh.)	1,150	0	1	0	4,599	0	0	4,600
2 nd qtr. - cash (\$0.15/sh.)	0	2,005,000	0	2,005	293,995	0	0	296,000
3 rd qtr. - cash (\$0.40/sh.)	0	437,500	0	438	174,562	0	0	175,000
3 rd qtr. - cash received	0	0	0	0	0	2,700	0	2,700
3 rd qtr. - services (\$1.00)	0	10,000	0	10	9,990	0	0	10,000
4 th qtr. - services (\$0.21)	0	210,000	0	210	43,540	0	0	43,750
Net loss	0	0	0	0	0	0	(1,973,834)	(1,973,834)
BALANCE, December 31, 1999	1,150	16,422,758	\$ 1	\$ 16,423	\$ 1,570,240	\$ 0	\$ (2,504,500)	\$ (917,836)

The accompanying notes are an integral part of the financial statements

IPVoice.com, Inc.
(A Development Stage Enterprise)
Consolidated Balance Sheet

December 31,

	1999	1998
ASSETS		
CURRENT ASSETS		
Cash	\$ 98,592	\$ 908
Certificate of deposit - restricted	25,205	0
Accounts receivable	108,100	0
Inventory	7,586	152,980
Prepaid expenses	16,865	0
Total current assets	256,348	153,888
PROPERTY AND EQUIPMENT		
Computer equipment	369,619	30,953
Office equipment	19,019	11,015
Furniture and fixtures	29,445	0
Subtotal property and equipment	418,083	41,968
Less accumulated depreciation	(40,528)	(4,343)
Total property and equipment	377,555	37,625
Total Assets	\$ 633,903	\$ 191,513
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses		
Trade	\$ 326,524	\$ 191,817
Officer	17,403	34,268
Related party	40,896	20,564
Accrued payroll taxes	1,005	35,730
Accrued interest - stockholders	12,690	0
Deferred revenue	7,821	0
Advances from stockholder	0	24,750
Total current liabilities	406,339	307,129
LONG-TERM LIABILITIES		
Notes payable	1,145,400	0
Total long-term liabilities	1,145,400	0
Total Liabilities	1,551,739	307,129
STOCKHOLDERS' DEFICIENCY		
Senior Convertible Preferred stock, \$0.001 par value, authorized 10,000,000 shares; 1,150 and 0 issued and outstanding shares	1	0
Common stock, \$0.001 par value, authorized 50,000,000 shares; 16,422,758 and 12,578,999 issued and outstanding shares	16,423	12,579
Additional paid-in capital	1,570,240	465,171
Stock subscription receivable	0	(62,700)
Deficit accumulated during the development stage	(2,504,500)	(530,666)
Total stockholders' deficiency	(917,836)	(115,616)
Total Liabilities and Stockholders' Deficiency	\$ 633,903	\$ 191,513

The accompanying notes are an integral part of the financial statements

IPVoice.com, Inc.
(A Development Stage Enterprise)
Consolidated Statements of Operations

	Year Ended December 31,		Period from
	1999	1998	February 19, 1997 (Inception) through December 31, 1999
NET SALES	\$ 321,279	\$ 41,254	\$ 362,533
COST OF SALES	305,434	0	305,434
Gross profit	15,845	41,254	57,099
OPERATING EXPENSES			
Compensation			
Officers	340,896	140,076	480,972
Other	78,522	37,715	116,237
Consulting	470,765	0	470,765
Consulting - related party	267,564	91,096	322,291
General and administrative	605,749	275,709	881,458
Research and development	97,403	0	97,403
Organization expense - related party	0	0	14,000
Depreciation and amortization	36,185	4,343	40,528
Total operating expenses	1,897,084	548,939	2,423,654
Loss from operations	(1,881,239)	(507,685)	(2,366,555)
OTHER INCOME (EXPENSE)			
Interest expense	(64,387)	0	(64,387)
Interest income	20,324	0	20,324
Write-off of receivable	(48,532)	0	(48,532)
Total other income (expense)	(92,595)	0	(92,595)
Net loss	\$ (1,788,644)	\$ (507,685)	\$ (2,273,960)
Loss per common share	\$ (0.13)	\$ (0.04)	
Number of weighted average common shares outstanding	15,413,751	11,620,451	

The accompanying notes are an integral part of the financial statements

IPVoice.com, Inc.
(A Development Stage Enterprise)
Consolidated Statements of Cash Flows

	Year Ended December 31,		Period from
	1999	1998	February 19, 1997 (Inception) through December 31, 1999
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	\$ (1,973,834)	\$ (507,685)	\$ (2,504,500)
Adjustments to reconcile net loss to net cash used by operating activities:			
Stock issued for services - related party	34,064	88,550	131,614
Stock issued for services - other	449,250	0	449,250
Depreciation	36,185	4,343	40,528
Interest credited to certificate of deposit	(205)	0	(205)
Changes in operating assets and liabilities			
(Increase) decrease in inventory	(7,586)	(152,980)	(7,586)
(Increase) decrease in accounts receivable	(108,100)	0	(108,100)
(Increase) decrease in prepaid expenses	(16,865)	0	(16,865)
Increase (decrease) in accounts payable - trade	134,707	191,817	326,524
Increase (decrease) in accounts payable - officer	(16,865)	34,268	17,403
Increase (decrease) in accounts payable - related party	20,332	6,564	40,896
Increase (decrease) in deferred revenue	7,821	0	7,821
Increase (decrease) in accrued payroll taxes	(34,725)	35,730	1,005
Increase (decrease) in accrued interest	12,690	0	12,690
Net cash used by operating activities	<u>(1,463,131)</u>	<u>(299,393)</u>	<u>(1,609,525)</u>
CASH FLOW FROM INVESTING ACTIVITIES:			
Purchase certificate of deposit	(25,000)	0	(25,000)
Purchase of property and equipment	(223,135)	(41,968)	(418,083)
Net cash used by investing activities	<u>(248,135)</u>	<u>(41,986)</u>	<u>(443,083)</u>
CASH FLOW FROM FINANCING ACTIVITIES:			
Increase (decrease) in advance from shareholder	(24,750)	24,750	0
Proceeds from notes payable	1,145,400	0	1,145,400
Common stock issued for cash	621,000	303,500	926,226
Preferred stock issued for cash	4,600	0	4,600
Proceeds from stock subscription receivable	62,700	12,274	74,974
Net cash provided by financing activities	<u>1,808,950</u>	<u>340,524</u>	<u>2,151,200</u>
Net increase (decrease) in cash	97,684	(837)	98,592
CASH, beginning of period	908	1,745	0
CASH, end of period	<u>\$ 98,592</u>	<u>\$ 908</u>	<u>\$ 98,592</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Interest paid in cash	<u>\$ 51,697</u>	<u>\$ 0</u>	<u>\$ 51,697</u>
Non-Cash Financing Activities:			
Stock subscription receivable	<u>\$ 0</u>	<u>\$ (62,700)</u>	<u>\$ 0</u>
Donated capital - related party	<u>\$ 0</u>	<u>\$ 9,000</u>	<u>\$ 9,000</u>
Inventory transferred to property and equipment	<u>\$ 152,980</u>	<u>\$ 0</u>	<u>\$ 152,980</u>

IPVoice.com, Inc.
(A Development Stage Enterprise)
Notes to Consolidated Financial Statements

(1) Summary of Significant Accounting Principles

The Company IPVoice.com, Inc., (the "Company"), is a Nevada chartered development stage corporation which conducts business from its headquarters in Phoenix, Arizona. The Company was incorporated on February 19, 1997 as Nova Enterprises, Inc., and changed its name to IPVoice Communications, Inc. in March 1998, and to IPVoice.com, Inc. in April 1999. The company is principally involved in the internet telephone industry. The Company is in the development stage. Although the Company has received revenue, it is not yet considered material to its intended operations. Company has received limited operating revenues and will continue to incur expenses during its development, possibly in excess of revenue.

The following summarize the more significant accounting and reporting policies and practices of the Company:

- a) **Use of estimates** The consolidated financial statements have been prepared in conformity with generally accepted accounting principles. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the statements of financial condition, and revenues and expenses for the year then ended. Actual results may differ from those estimates.
- b) **Significant acquisition** In March 1998, IPVoice.com, Inc., a Nevada corporation, acquired 100% of the issued and outstanding shares of the common stock of IPVoice Communications, Inc., a Delaware corporation, in a reverse merger, which was accounted for as a reorganization of the Delaware company.
- c) **Principles of consolidation** The consolidated financial statements include the accounts of IPVoice.com, Inc. and its wholly owned subsidiary. All intercompany balances and transactions have been eliminated.
- d) **Net loss per share** Basic net loss per weighted average common share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period.
- e) **Stock compensation for services rendered** The Company issues shares of common stock in exchange for services rendered. The costs of the services are valued according to generally accepted accounting principles and have been charged to operations.
- f) **Inventory** Inventory consists of unused telephone time related to the prepaid calling cards sold. The Company receives transaction reports by activated PIN codes from the long distance provider.
- g) **Property and equipment** All property and equipment is recorded at cost and depreciated over their estimated useful lives, using the straight-line method. Upon sale or retirement, the costs and related accumulated depreciation are eliminated from their respective accounts, and the resulting gain or loss is included in the results of operations. Repairs and maintenance charges which do not increase the useful lives of the assets are charged to operations as incurred.
- h) **Revenue recognition** The Company currently has two revenue streams: 1) prepaid telephone calling cards and 2) the sale of its "Gateways". The Company recognizes revenue on the prepaid telephone cards based upon actual usage as provided by the service provider in reports detailing usage by activated PIN codes. Since

IPVoice.com, Inc.
(A Development Stage Enterprise)
Notes to Consolidated Financial Statements

(1) Summary of Significant Accounting Principles (Continued)

h) Revenue recognition (continued) the Company requires payment in full by the wholesaler upon PIN code activation, in blocks, the amount received by the Company in excess of that reported by the provider is classified as deferred revenue. Revenue from the sale of the Company's "Gateways" is recognized upon acceptance of the equipment by the purchaser. Although the accounting for the two revenue streams is different, they are both part of the Company's single line of business.

i) Research and development Research and development costs are expensed in the period incurred.

(2) Stockholders' Equity The Company has authorized 50,000,000 shares of \$0.001 par value common stock and 10,000,000 shares of \$0.001 par value preferred stock. Rights and privileges of the preferred stock are to be determined by the Board of Directors prior to issuance. The Company had 16,422,758 and 12,578,999 shares of common stock issued and outstanding at December 31, 1999 and 1998, respectively. The Company has 1,150 and 0 shares of senior convertible preferred stock issued and outstanding at December 31, 1999 and 1998, respectively. In February 1997, the Company issued 9,000,000 shares to its founder for services rendered to the Company valued at par value, or \$9,000. In March 1997, the Company completed a Regulation D Rule 504 Placement for 1,400,000 shares in exchange for \$14,000 cash.

In March 1998, a majority shareholder donated 9,000,000 shares of common stock to the Company. 9,000,000 shares were simultaneously issued for the acquisition of IPVoice Communications, Inc., a Delaware corporation (Note (1)(b)). During the second quarter of 1998, the Company issued 144,000 shares of common stock for \$144,000 in cash. The Company issued 473,000 shares of common stock for services rendered, valued at the current market rate of \$47,300, during the third quarter of 1998. Also during the third quarter, the Company issued 183,333 shares of common stock for \$85,000 in cash, and 627,000 shares of common stock for a subscription receivable of \$62,700. In the fourth quarter of 1998, the Company issued 275,000 shares of common stock for services rendered, valued at the current market rate of \$41,250. In the same quarter, 476,666 shares of common stock were issued for \$121,800 in cash.

In January 1999, the Company issued 93,760 shares of common stock in exchange for services, valued at \$14,064. In January and February 1999, the Company issued 499,999 shares of common stock in exchange for \$75,000 in cash. In March 1999, the Company issued 187,500 shares of common stock for \$75,000 in cash. These issuances were to then current stockholders. In March 1999, the Company issued 400,000 shares of common stock for services, valued at the current market rate of \$415,500, to three previously unrelated entities.

In April 1999, the Company issued 250,000 shares of common stock to an existing stockholder for \$100,000 cash. In April 1999, an existing stockholder exercised a warrant for 155,000 shares of common stock by tendering \$100,000 cash. In April 1999, an existing stockholder exercised a warrant for 1,600,000 shares of common stock by tendering \$96,000 in cash. In the second quarter, the Company completed a Regulation D Rule 506 Private Placement for units, which included the issuance of 1,150 shares of senior convertible preferred stock in exchange for \$4,600 in cash. These senior convertible preferred shares, as a group, are convertible into common shares equaling 51% of the issued and outstanding common shares after conversion, in the event of an uncured default of the notes payable.

IPVoice.com, Inc.
(A Development Stage Enterprise)
Notes to Consolidated Financial Statements

(2) Stockholders' Equity (Continued) In July 1999, the Company discovered that it had failed to issue and record 10,000 shares of common stock in exchange for legal services, valued at \$10,000 in 1997, as originally contracted. These shares were recorded in July 1999. In August 1999, the Company issued 437,500 shares of common stock for \$175,000 cash. All common stock shares issued in exchange for cash, except the two warrant exercises, were subscribed for in January 1999. In November 1999, the Company issued 10,000 shares of common stock in exchange for services valued at \$23,750. In December 1999, the Company discovered that it had failed to issue and record 200,000 shares of common stock for services valued at \$20,000, which had been contracted for in October 1998, and were recorded in December 1999.

(3) Income Taxes Deferred income taxes (benefits) are provided for certain income and expenses which are recognized in different periods for tax and financial reporting purposes. The Company had net operating loss carry-forwards for income tax purposes of approximately \$2,504,500, which expire beginning December 31, 2117. There may be certain limitations on the Company's ability to utilize the loss carry-forwards in the event of a change of control resulting from the conversion of the senior convertible preferred stock, should that occur.

The amount recorded as a deferred tax asset, cumulative as of December 31, 1999, is \$1,002,000, which represents the amount of tax benefits of the loss carry-forwards. The Company has established a valuation allowance for this deferred tax asset of \$1,002,000, as the Company has no history of profitable operations.

The significant components of the net deferred tax asset as of December 31, 1999 are:

Net operating losses	\$ 1,002,000
Valuation allowance	(1,002,000)
Net deferred tax asset	\$ 0

(4) Going Concern As shown in the accompanying consolidated financial statements, the Company has incurred a net loss of \$2,504,500 since inception. At December 31, 1999, the Company reflects negative working capital of approximately \$150,000 and stockholders' deficiency of approximately \$918,000. These conditions raise substantial doubt as to the ability of the Company to continue as a going concern. The ability of the Company to continue as a going concern is dependent upon increasing sales and obtaining additional capital and financing. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The Company has retained the services of a registered broker/dealer and is in negotiations with an investment group, introduced by the broker/dealer, for an investment of up to \$5,000,000 in two tranches of \$2.5 million within the next 12 months.

(5) Related Parties At December 31, 1999, the Company owed two of its officers \$17,403 for reimbursement of expenses paid on behalf of the Company. This amount is represented in Accounts payable - officer. At December 31, 1999, the Company owed two of its shareholders \$40,896 for consulting services performed on behalf of the Company. This amount is represented in Accounts payable - related party. Total consulting fees incurred to a shareholder during the year amounted to \$131,064. Consulting fees in the amount of \$136,500 were paid to two officers, \$30,000 of which was paid to one officer prior to his election.

IPVoice.com, Inc.
(A Development Stage Enterprise)
Notes to Consolidated Financial Statements

(9) Commitments and Contingencies (Continued)

a) **Consulting agreements - related parties (continued)** In October 1998, the Company entered into a consulting agreement with a previously unrelated party. This agreement called for the issuance of 350,000 shares of common stock valued at \$35,000, an option for 1,600,000 shares of common stock at an exercise price of \$0.06 per share, an option for 350,000 shares of common stock at an exercise price of \$3.90 per share, a five-year warrant for common stock shares equal to five per cent of the then issued and outstanding common stock at exercise with a strike price of \$1.00 per share and consulting fees for a 30 month period, beginning in September 1998, in the amounts of: \$4,000 per month for the first 6 months, \$6,000 per month for the next 12 months, and \$8,000 for the last 12 months. At December 31, 1999, fifteen months remain under this agreement. The Company is obligated for payments totaling \$90,000 in 2000, and \$24,000 in 2001.

At the end of the first quarter of 1999, the Company entered into three marketing agreements with three previously unrelated companies. Those agreements called for the issuance of 100,000, 200,000 and 100,000 shares of common stock. One agreement also called for the performance based issuance of up to 150,000 shares of common stock and the performance based issuance of warrants for up to 450,000 shares of common stock, with an exercise price of \$2.50 per share.

b) **Consulting agreements - other** In June 1999, the Company entered into a one-year consulting agreement with an unrelated individual which called for payment of \$100,000. In 1999, the Company paid \$45,800 of this fee, and is obligated to pay the \$54,200 balance during 2000.

c) **Leases** The Company entered into a one-year lease for its office space beginning in August 1999. The Company is obligated to rental payments amounting to \$27,000 in 2000. In 1999, the Company paid \$35,000 in office rent. In November 1999, the Company entered into a one-year lease for an apartment for the Company's use. In 1999, the Company paid \$1,700 in rent, and is obligated to pay \$8,700 in 2000.

d) **Pending Litigation** In December 1999, SatLink filed a lawsuit alleging breach of contract as a result of the rescission of the acquisition in October 1999, as discussed in Note 6 above. In December 1999, the former CFO of the Company filed a lawsuit alleging breach of contract as a result of the rescission of the employment agreement in October 1999, as discussed in Note 6 above. The Company believes these suits have no merit and intends to vigorously defend them.

e) **Employment agreements** In April 1998, the Company entered into three-year employment agreements with the President and the Senior Vice President. These agreements call for salaries in the amount of \$150,000 per year for each of those officers. In September 1999, those officers agreed to reduce this compensation to \$90,000 per year until such time as the Company is profitable. The reduction agreements do not call for an accrual and payment of the difference. In November 1999, the Company entered into a two-year employment agreement with its Executive Vice President, (EVP), which calls for a salary of \$78,000 per year and granted the EVP four-year options for 50,000 shares of common stock, with an exercise price of \$1.75. These options are not exercisable until the stock trades above \$7.50 and \$12.00 per share for ten days out of thirty consecutive days, one-half and one-half, respectively. The Company is obligated to pay a total of \$258,000 in 2000 and \$110,000 in 2001, under these employment agreements.

IPVoice.com, Inc.
(A Development Stage Enterprise)
Notes to Consolidated Financial Statements

(10) Subsequent Events

a) **Leases** In January 2000, the Company entered into a financing lease for a telephone system valued at \$13,000, which calls for the Company to make payments totaling \$4,500 per year for four years.

In January 2000, the Company entered into a three-year operating lease with a stockholder of the Company. This lease calls for a fair market value purchase at lease end. The lease is for the Company's "Gateway" equipment located in New York City and Los Angeles. The Company is obligated to the following payments: \$36,800 in 2000; \$40,000 in 2001; \$40,000 in 2002 and \$3,300 in 2003.

b) **Stock option plan** In December 1999, the stockholders approved for the Board of Directors to adopt an employee stock option plan. This plan reserves up to 1,000,000 shares to be issued upon the exercise of such granted options. The plan, which was not finalized until early 2000, allows for the grant of qualified and non-qualified options, as defined by Section 422 of the Internal Revenue Code of 1986, as amended. To be eligible, a grantee must have been employed by the Company for a minimum of 60 days, or be a Director of the Company. The plan contains various exercise price calculation formats. No options have been granted pursuant to this plan.

Exhibit 5: Affidavit of Barbara S. Will

PUBLIC SERVICE COMMISSION
STATE OF NORTH DAKOTA

In the matter of the Application of)
IPVoice Communications, Inc.)
for a Certificate of)
Public Convenience and Necessity to)
provide Telecommunications Services)

Docket No. _____

AFFIDAVIT OF Barbara S. Will

INTRODUCTION

My name is Barbara S. Will. My business address is 5050 No. 19th Ave., Ste. 416, Phoenix, Arizona 85015. I am the President of IPVoice Communications, Inc. ("IPVoice"). I am responsible for all regulatory matters.

The purpose of my affidavit is to demonstrate the fitness of the applicant IPVoice to operate as a facilities-based CLEC in the areas of North Dakota currently served by US West Communications, Inc. ("US West"). As described in IPVoice's Application, IPVoice's proposes to provide a range of facilities-based, high capacity local exchange services, including but not limited to: data services, switched and dedicated trunks, digital subscriber line, and exchange access services. IPVoice may also offer local services by utilizing the switching and transport capacity of other existing telecommunications providers pursuant to negotiated or tariffed arrangements.

Upon its entry into the North Dakota market, IPVoice intends to install equipment for the provision of local exchange services. When IPVoice installs facilities in North Dakota, it will probably use the following or a similar configuration of equipment: IPVoice will provide voice and high speed data services through a combination of the latest technology switching and transport

media comprised of the Lucent Technology 5 ESS Generic 13 switch module, ADSL/SDSL transport and Internet service equipment and the latest Optical multiplexer DAC's configurations. The switching system consists of a central processing and control complex capable of interconnection as a peer to the incumbent as well as competitive local exchange companies. The hub portion of the switch will interconnect with the public switched network on Signaling System 7 ("SS7") or Feature Group D ("FGD") facilities. The system's remote module capability will allow properties to be served in a manner that provides the exchange of appropriate signaling, control and calling/caller information to the network in accordance with network standards and specifications. Additionally, these services will be delivered over a combination of delivery mechanisms through incumbent local carriers' unbundled loop network, both copper and fiber and transport networks, as well as via IPVoice constructed facilities. IPVoice will be engaged in interconnection negotiations with US West in the future, and will obtain Commission approval of any agreement negotiated.

DESCRIPTION AND QUALIFICATIONS OF IPVoice

IPVoice is a Corporation organized under the laws of the State of Delaware. IPVoice is qualified to conduct business within the State of North Dakota as a foreign business entity. Upon initiation of service in North Dakota, IPVoice Communications, Inc., (IPVoice) proposes to offer resold and facilities-based interexchange and local exchange services. Applicant is currently seeking authorization to provide competitive local exchange and interexchange service in the 48 contiguous states and the District of Columbia. Applicant is currently authorized to provide local and/or interexchange services in Iowa, Michigan, Montana, New Jersey, Texas, Utah and Virginia. Applicant has not been denied authority for any of the services for which it seeks authority in this Application. IPVoice is well-qualified, managerially, technically and financially to provide the competitive local exchange services for which authority is requested in its Application.

The senior management of IPVoice has great depth in the telecommunications industry and offer extensive telecommunications business technical and managerial expertise. Biographical information on key members of IPVoice's management team is attached to the application as Exhibit 6.

IPVoice has sufficient financial capability to provide the requested telecommunications services in North Dakota and the financial capability to maintain those services. Applicant's proposed competitive local exchange service is economically feasible and in the public interest.

IPVoice's management team will adhere to a strict and high standard of service policies and procedures which will ensure continued quality service. As a new entrant in the North Dakota telecommunications market, IPVoice will be able to win over a keep customers only through consistent application of those policies and procedures. Additionally, IPVoice will maintain a customer service department. Customer service representatives will be trained in all areas of customer complaints and services and will be held to the highest standards of accountability and ethics. Customers will be able to reach IPVoice customer service via a local or toll-free number 24 hours a day, seven days a week.

PUBLIC CONVENIENCE AND NECESSITY

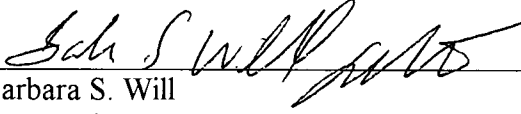
A decision by the Commission to grant IPVoice authority to provide competitive local exchange telecommunications services is in the public interest. IPVoice is well qualified to operate as such a service provider in North Dakota. Consumers of telecommunications services in North Dakota will receive the benefits of downward pressure on prices, increased choice, improved quality of service and customer responsiveness, innovative service offerings, and access to increasingly advanced telecommunications technology. The market incentives for new and existing providers of telecommunications services will be improved through an increase in the diversity of suppliers and competition within the local exchange telecommunications market. Granting IPVoice's Application would enhance this development of competition in the local exchange market and provide the consumers of North Dakota with all of the benefits described above.

The grant of IPVoice's application will preserve and advance universal service, safeguard the rights of consumers, protect the public health, safety and welfare, and promote the public interest. IPVoice is an alternative, competitive carrier which intends to provide telecommunications services targeted toward small and medium size businesses. IPVoice will thus give these customers in North Dakota a real choice for their telecommunications needs.

CONCLUSION

IPVoice's Application and my Affidavit in support thereof demonstrate that IPVoice possesses all the requisite qualifications to be a competitive local exchange service provider in North Dakota, and that the grant of this request is in the public interest.

IPVoice Communications, Inc.


Barbara S. Will
Its: President

VERIFICATION

State of Arizona

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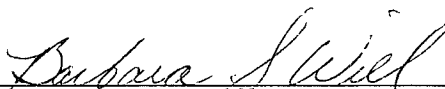
County of Maricopa

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Case No. PU-_____

I, Barbara S. Will, do on oath depose and state that the facts contained in the foregoing statement are true and correct to the best of my knowledge and belief.



Barbara S. Will

Its: President

Subscribed and sworn to me
this 20 day of June, 2000.



Notary Public

Exhibit 6: Biographical Information

Item 8. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

None

PART III

Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act

(a) Set forth below are the names, ages, positions, with the Company and business experiences of the executive officers and directors of the Company.

<u>Name</u>	<u>Age</u>	<u>Position(s) with Company</u>
Barbara S. Will	47	Director, President and Chief Operating Officer
Anthony Welch	31	Director, Senior Vice President of Research and Development
Harry R. Bowman	56	Executive Vice President
Julie J. Bahavar	54	Controller [Chief Accounting Officer]
James K. Howson	57	Chairman, Chief Executive Officer
Russell Watson	50	Director

All directors hold office until the next annual meeting of the Company's shareholders and until their successors have been elected and qualify. Officers serve at the pleasure of the Board of Directors. The officers and directors will devote such time and effort to the business and affairs of the Company as may be necessary to perform their responsibilities as executive officers and/or directors of the Company.

Family Relationships

There are no family relationships between or among the executive officers and directors of the Company.

Business Experience

Barbara S. Will, age 47, currently serves as Director, President and COO. She has served as a Director, President and COO since March 1998. She previously served as Chairman between March 1998 to June 1999. Ms. Will has over twenty (20) years of experience in all areas of telecommunications, both domestic and international. Prior to joining IPVC, from 1984

to 1997, Ms. Will was in a senior capacity with MCI and was responsible for signing some of the largest contracts with a carrier/reseller in MCI's history. Her vast industry experience includes international and international private line; International 800; data; DSO, DSI, DSC, OC3; dedicated in and outbound; One-Plus; calling and debit cards; Operator Assistance; Internet; Enhanced Services; and Enhanced Network. During her time at MCI, she received numerous awards for her outstanding performance. Ms. Will attended Colorado State University for two years.

Anthony K. Welch, age 31, current serves as a Director and the Senior Vice-President. He has served as a Director and Senior Vice President since March, 1998 and as Senior Vice President of Research and Development since August 1999. Anthony Welch is the original designer of the MultiCom, AuditRite, and TrueConnect platforms and has served as Special Consultant to various telecommunications organizations. From 1997 to 1998, Mr. Welch was involved in the formation of the Company and the development of the MultiCom Business Management Software. From 1991 to 1997, Mr. Welch served as Special Consultant and Project Design Leader for such organizations as Nation's Bank CS Headquarters, Frito-Lay Worldwide Headquarters, NEC America Mobile Radio/Cellular/Pager Division Headquarters, and Southwestern Bell Mobile (Cellular/Pager) Systems Headquarters. Mr. Welch has received numerous awards and recognition for his work in Artificial Intelligence - both in Military and Academic circles - and has applied this experience to creating technology solutions that are both intelligent and flexible. The technology behind the MultiCom system has received recognition from several telecom trade magazines ("Computer Telephony" and "Telephony" magazines). Mr. Welch obtained first place in the International Science competition for Artificial Intelligence at the age of 17. Mr. Welch attended the University of Mississippi and was the first freshman in the history of the college to be admitted into the artificial intelligence Ph.D. Program.

Harry R. Bowman, age 56, currently serves as Executive Vice President. He has served as Executive Vice President since November 1999. Mr. Bowman is an experienced telecommunications operations professional who was employed by AT&T from 1961 until 1995, when he retired. During his time with AT&T, Mr. Bowman held various managerial positions, last serving as Manager for Creative Software, where he was responsible for sales, contracts, personnel and financials. Previously he had served as Manager of Technical Services, Data Center Operations and in other management positions. After spending four years in retirement, Mr. Bowman was provided with the opportunity to join the Company as its Executive Vice President, which he accepted. Mr. Bowman holds a BS Degree in Accounting from St. Joseph's University, Philadelphia, Pennsylvania.

Julie J. Bahavar, age 54, currently serves as Controller [Chief Accounting Officer]. She has served in this capacity since March 1, 2000. During 1999, Ms. Bahavar served as Chief Financial Officer/Controller for the Arizona Industries for the blind, which is a manufacturing, distribution and retail sales operation. During 1998, Ms. Bahavar was a Senior Financial Analyst for Apollo Group Inc. From 1994 through 1997, Ms. Bahavar was an independent consultant, representing such companies as Carboradom Micro Electronics and Wells Fargo Bank. From 1985 to 1994, Ms. Bahavar was employed as a Budget Manager and Audit Manager with the State of Arizona. Ms. Bahavar received a BS Degree in Accounting from the University of Denver in 1979 and an MBA from the University of Denver in 1981. She is a Certified Public Accountant certified in the States of Arizona and Colorado.

James K. Howson, age 57, currently serves as Chairman and Chief Executive Officer. He has served as Chairman since June 1999 and as Chief Executive Officer since September 1999. Mr. Howson is an entrepreneur and has been an investor for thirty (30) years in small businesses and start-up companies in Europe, Latin American and the United States. From 1991 to 1996, Mr. Howson was an investor in and consultant to Mid-America Venture Capital Partners, Inc., a privately held company that provided seed capital to promising young businesses. Mr. Howson was also an investor in Environmental Systems, Inc. located in Lancaster, Pennsylvania. Mr. Howson attended Roan College in London England in 1959.

Russell Watson, age 50, currently serves as a Director. He has served as a Director since September, 1999. Currently, Mr. Watson is the Business Manager for Behrwood Capital Service, Inc., an investment management company which he joined in 1998. Also, he is the Vice President of Operations for Venison America, Inc., a meat processor and distributor which he joined in 1998. From 1994 to 1998, Mr. Watson was Operations Manager for Mid-Atlantic Snack, Inc., a snack food distributor. Mr. Watson owned and operated a snack food marketing business from 1993 to 1994. From 1974 to 1993, Mr. Watson was CFO and Operations Manager for Weyerhaeuser Company, Hardwood Division. Mr. Watson received a B.S. degree from Indiana University of Pennsylvania in 1971.

(b) Section 16(a) Beneficial Ownership Reporting Compliance

No Director, Officer, Beneficial Owner of more than ten percent (10%) of any class of equity securities of the Company failed to file on a timely basis reports required by Section 16(a) of the Exchange Act during the most recent fiscal year or prior fiscal years.

Item 10. Executive Compensation

Name and Post	Year	Annual Comp Salary	Annual Comp Bonus (\$)	Annual Comp Other	LT Comp Rest Stock	LT Comp Options	LTIP Payouts	All Other (1)
Barbara S. Will, Director, President and COO (2)	1997	\$ -0-	\$ -0-					\$-0-
	1998	\$ 48,000	\$ -0-					\$-0-
	1999	\$106,956	\$ -0-					\$-0-
James K. Howson, Chairman and Chief Executive Officer	1997			\$ -0-				\$-0-
	1998			\$ 35,000				\$-0-
	1999			\$106,500 (2)(3)				\$-0-

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SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	A. Received by (Please Print Clearly) C. Fallin	B. Date of Delivery 9-25-00
	C. Signature X <i>C. Fallin</i>	<input type="checkbox"/> Agent <input type="checkbox"/> Addressee
1. Article Addressed to: Rance J. M. Steinhart 6455 E Johns Crossing Ste 285 Duluth Ga 30097	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
	3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.	
	4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes	
2. Article Number (Copy from service label) 7099 3400 0014 4513 9016		
PS Form 3811, July 1999 Domestic Return Receipt 102595-99-M-1789		

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	C. Signature X <i>C. Fallin</i>	<input type="checkbox"/> Agent <input type="checkbox"/> Addressee
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PS Form 3811, July 1999 Domestic Return Receipt 102595-99-M-1789		

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	C. Signature X	<input type="checkbox"/> Agent <input type="checkbox"/> Addressee
1. Article Addressed to: Rance J. M. Steinhart 6455 E Johns Crossing Ste 285 Duluth Ga 30097	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
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