

May , 2000

PO0000047679

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sirs:

Re.: Payphone Partners, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation of the above Corporation and check in the amount of \$78.75 (U.S. Dollars Seventy Eight and Seventy Five Cents) in payment of the following fees:

Filing Fees	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00
 Total Fees Enclosed	 \$ 78.75

FILED
00 MAY 10 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kindly return one certified copy of the Articles of Incorporation along with the Certificate of Incorporation at your earliest possible convenience.

FROM: Walter L. Jones
Payphone Partners, Inc.
6337 Terrell Road
P. O. Box 617
Tangerine FL 32777-0617

900003246529-7
-05/10/00-01058-001
****78.75 ****78.75

Yours sincerely

Walter L. Jones

Enclosures: As Mentioned

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WC

ARTICLES OF INCORPORATION

ARTICLE I

The name of this Corporation shall be: **Payphone Partners, Inc.**

ARTICLE II

Subject to the provisions of the laws of the State of Florida, especially Chapter 607, Florida Statutes and all other applicable laws, rules and regulations, this Corporation shall come into existence at 12:01 A.M. on May 11, 2000.

ARTICLE III

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

ARTICLE IV

The amount of capital stock authorized by this Corporation shall be (7,500) SEVEN THOUSAND FIVE HUNDRED at (\$1.00) ONE DOLLAR per share par value non-assessable Common Stock.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The registered office as well as the principal office and the mailing address of this Corporation shall be: **6337 North Terrell Road P. O. Box 617 Tangerine FL 32777-0617** but this Corporation may establish such other offices and branch offices within or without the State of Florida as may be necessary or as may be determined by the Board of Directors. **Walter L. Jones** will be the Registered Agent of the Corporation at the above-mentioned address.

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TALLAHASSEE, FLORIDA

ARTICLE VII

This Corporation shall be managed by a Board of Directors no less than one nor more than three who need not be stockholders of the Corporation. The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are:

Walter L. Jones 6337 North Terrell Road P. O. Box 617 Tangerine FL 32777-0617

ARTICLE VIII

The name and street address of the subscriber to the Certificate of Incorporation is

Walter L. Jones 6337 North Terrell Road P. O. Box 617 Tangerine FL 32777-0617

ARTICLE IX

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE X

Walter L. Jones 6337 North Terrell Road P. O. Box 617 Tangerine FL 32777-0617 has been named as the Corporation's agent to accept service of process within this State. Said Agent has accepted the request to act in this capacity.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this day of
May 2000.

WALTER L. JONES
Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is **Payphone Partners, Inc.**

The name and address of the registered agent and registered office and principal office is:

Walter L. Jones
6337 North Terrell Road
P. O. Box 617
Tangerine FL 32777-0617

Walter L. Jones
Incorporator & Director

Dated at Tangerine this day of May, 2000.

Having been named as registered agent and to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY Walter L. Jones

Walter L. Jones
Date: 8th day of May, 2000

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00 MAY 10 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA