

RA 71000053401
Elizabeth A. Wilsman, P.A.

Certified Public Accountant

Member AICPA
Member FICPA

June 9, 1997

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

Re: New Incorporation
Tele-America Payphone, Inc.

Sir/Madam:

Enclosed please find an original and two copies of both Articles of Incorporation for the above corporation, along with check in the sum of \$122.50. Said check covers the cost of Filing(\$35.00), designation of Registered Agent (\$35.00) and to obtain a Certified Copy of the filed Articles (\$52.50).

Thank you for your kind attention to this matter. If you have any questions, please contact the undersigned at your earliest convenience.

Very truly yours,

Elizabeth A. Wilsman

Elizabeth A. Wilsman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
TELE-AMERICA PAYPHONE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 15 PM 1:23

The undersigned, being sui juris, and desiring to form a corporation for profit under the Laws of the State of Florida, hereby subscribes to these Articles of Incorporation.

ARTICLE I

The name of the corporation is:

TELE-AMERICA PAYPHONE, INC.

ARTICLE II

The principal purpose for which this corporation is formed is to engage in the business of a holding corporation; and to provide telecommunication services of all types, through its subsidiaries, affiliates and joint venturers; and to do all things necessary and proper to accomplish same.

This corporation shall have power to engage in every lawful business allowed a corporation for profit under Florida laws.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) SHARES of common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall first be proposed by and approved by the Board of Directors. They shall then be proposed to the stockholders for their approval at a meeting of stockholders called for that purpose and ratified by a majority of stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their unanimous intention that a certain amendment be made.

ARTICLE V

Pursuant to the provisions of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said ACT: That the TELE-AMERICA PAYPHONE, INC., desiring to organize under the Laws of the State of Florida, with its principal office located at 2340 N.E. 28th Court, Lighthouse Point, FL 33064, County of Broward, State of Florida, has named RAYMOND ANTONACCI, whose office address is: 2340 N.E. 28th Court, Lighthouse Point, FL 33064, as its agent to accept service of process for the corporation within Florida.

ACKNOWLEDGMENT: I, RAYMOND ANTONACCI, having been named as agent to accept service of process for the above corporation, at the place designated, hereby accept such nomination and agree to comply with said ACT relative to keeping open said office.



RAYMOND ANTONACCI, Registered Agent

ARTICLE VI

The duration of the corporation is perpetual.

ARTICLE VII

The business of this corporation shall be initially managed by its stockholders rather than by an initial Board of Directors. A Board of Directors shall be: Jennifer Coloney, President/Secretary, Raymond Antonacci, Vice-President/Treasurer.

ARTICLE VIII

The name and address of the incorporator signing these Articles of Incorporation is as follows: RAYMOND ANTONACCI, 2340 NE 28TH CT, LIGHTHOUSE POINT, FL 33064.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of June, 1997.

By: Raymond Antonacci

RAYMOND ANTONACCI, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 15 PM 1:00

STATE OF FLORIDA)
COUNTY OF Palm Beach)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared: RAYMOND ANTONACCI, known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 11th day of June, 1997.



ELIZABETH A WILMAN
My Commission CC871188
Expires Jul. 21, 2000

(Notary Public, State of Florida)