

706000006030

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

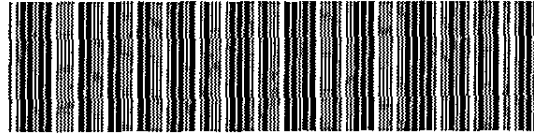
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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09/15/06--01020--023 **70.00

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Lance J.M. Steinhart, P.C.

Attorney At Law
1720 Windward Concourse
Suite 250
Alpharetta, Georgia 30005

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Also Admitted in New York
and Maryland

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

September 13, 2006

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301
(850) 245-6051

Re: Certificate of Authority for GTL Payphones, Inc.

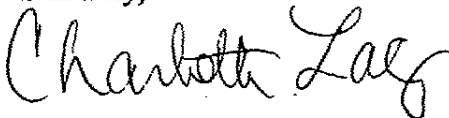
Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. Two originals of the Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Good Standing issued by the State of Delaware; and
3. A check in the amount of \$70.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

When the application is accepted for filing, please forward in the overnight package enclosed.

Sincerely,



Charlotte Lacey
Legal Assistant to Lance J.M. Steinhart

Enclosures

cc: Craig Ferguson (w/enc)

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GTL Payphones, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Charlotte Lacey

(Name of Person)

Lance J.M. Steinhart, P.C.

(Firm/Company)

1720 Windward Concourse

Ste. 250

(Address)

Alpharetta

GA

30005

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Charlotte Lacey

(Name of Person)

at ((770)) 232-9200
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

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1. GTL Payphones, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 13-3767241
(FEI number, if applicable)
4. September 13, 1993
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2609 Cameron Street, Mobile, AL 36607

(Current mailing address)
8. Provide Telecommunication Services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

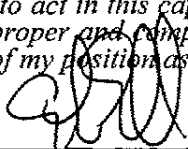
Name: TCS Corporate Services, Inc.

Office Address: 515 East Park Avenue

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

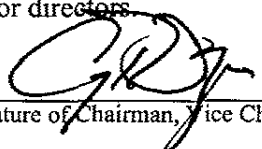
Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. **X**


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. **Craig Ferguson**

President

(Typed or printed name and capacity of person signing application)

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DIVISION OF REGISTRATIONS
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LIST OF OFFICERS & DIRECTORS OF
GTL Payphones, Inc.

Officers

Title

Brian Oliver	CEO
Craig Ferguson	President
Steve Yow	CFO
Teresa Ridgeway	Secretary
Andy Freedman	Vice President
Brent Bradley	Vice President and Assistant Secretary
Kurt Hans	Vice President

Directors

Brian Oliver
Andy Freedman
Craig Ferguson

All the above referenced Officers & Directors can be reached at:
2609 Cameron Street, Mobile, AL 36607

Delaware

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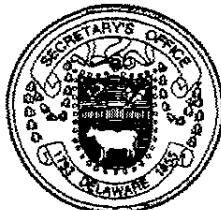
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GTL PAYPHONES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF SEPTEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GTL PAYPHONES, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1993.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5034526

DATE: 09-12-06