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Feb 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000000565 (0)

1. Corporation Name
AMERITEL PAY PHONES, INC.

Principal Place of Business 611 SW THIRD STREET LEE'S SUMMIT MO 64063	Mailing Address 611 SW THIRD STREET LEE'S SUMMIT MO 64063
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/02/1995	
21 Suite, Apt #, etc.	26 Suite, Apt #, etc.	4. FEI Number 43-1581010		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			
9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324				10. Name and Address of New Registered Agent	
				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	
				85 Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstalling) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D FOLLMER, TODD	1.1 TITLE	Director
NAME	611 SW 3RD ST	1.2 NAME	Jay Levine
STREET ADDRESS	LEE'S SUMMIT MO	1.3 STREET ADDRESS	611 SW Third St.
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Lee's Summit, MO 64063
TITLE	VT SUMMERS, JOHN R	2.1 TITLE	DIRECTOR
NAME	611 SW 3RD	2.2 NAME	Nina McLenore
STREET ADDRESS	LEE'S SUMMIT MO	2.3 STREET ADDRESS	611 SW Third St.
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Lee's Summit, MO 64063
TITLE	P MATLACK, TERRY	3.1 TITLE	Director
NAME	611 SW 3RD	3.2 NAME	BRUCE RABEN
STREET ADDRESS	LEE'S SUMMIT MO	3.3 STREET ADDRESS	611 SW Third St.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Lee's Summit, MO 64063
TITLE	AS KING, BRENDA	4.1 TITLE	DIRECTOR
NAME	611 SW 3RD ST	4.2 NAME	DAVID SACHS
STREET ADDRESS	LEE'S SUMMIT MO	4.3 STREET ADDRESS	611 SW Third St.
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Lee's Summit, MO 64063
TITLE	VPT FOLLMER, TODD W	5.1 TITLE	DIRECTOR
NAME	611 SW THIRD ST	5.2 NAME	ROGER SAUER
STREET ADDRESS	LEE'S SUMMIT MO	5.3 STREET ADDRESS	611 SW Third St.
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Lee's Summit, MO 64063
TITLE		6.1 TITLE	DIRECTOR
NAME		6.2 NAME	Julius Talton, SR.
STREET ADDRESS		6.3 STREET ADDRESS	611 SW Third St.
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Lee's Summit, MO 64063

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  2/2/98 (816) 525-4451

CR2E034 (10/97)

**AMERITEL PAY PHONES, INC.
FEIN 43-1581010**

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ANNUAL REPORT 1998**

13. Additions:

Director
Richard Hochman
611 SW Third Street
Lee's Summit, MO 64063