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WIGGINS & VILLACORTA, P.A.

ATTORNEYS AT LAW

501 EAST TENNESSEE STREET

POST OFFICE DRAWER 1657

TALLAHASSEE, FLORIDA 32302

TELEPHONE (904) 222-1534

TELECOPIER (904) 222-1689

October 10, 1995

RECEIVED

95 OCT 10 PM 2:38
DIVISION OF CORPORATION

VIA HAND DELIVERY

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/10/95--01083--003
*****70.00 *****70.00

W95-20141

RE: Paramount Payphone, Inc.

Dear Sir/Madam:

Enclosed for filing is Paramount Payphone, Inc.'s Application by Foreign Corporation for Authorization to Transact Business in Florida. Also enclosed are a check for the filing fee in the amount of \$70.00 made payable to the Florida Secretary of State and a Nevada Certificate of Corporate Existence for Paramount Payphone, Inc.

Please send the Certificate of Authority to the following:

Mary Alda Balthrop
Wiggins & Villacorta, P.A.
P.O. Drawer 1657
Tallahassee, FL 32302

Thank you for your assistance with this matter.

Sincerely,

Mary Alda Balthrop

Mary Alda Balthrop
Paralegal

Enclosure

Will wait

95 OCT 19 PM 12:45

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtu

WIGGINS & VILLACORTA, P.A.

ATTORNEYS AT LAW
801 EAST TENNESSEE STREET
POST OFFICE DRAWER 1657
TALLAHASSEE, FLORIDA 32302

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State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
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Re: Paramount Payphones, Inc. d/b/a PPI Payphones Co.

Dear Sir/Madam:

Enclosed for filing is an Application for Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced company. Also enclosed are

- (1) Corporate resolution adopting the fictitious name of PPI Payphones Co. for use in the State of Florida; and
- (2) Proof of registration of fictitious name.

Through letter number 295A00045801, dated October 10, the Company has previously submitted:

- (1) Check for the filing fee in the amount of \$70.00 made payable to the Florida Secretary of State; and
- (2) Nevada Certificate of Corporate Existence for Paramount Payphones, Inc.

Please advise me if you need any additional information. Thank you for your assistance with this matter.

Sincerely,


Susan Davis Morley

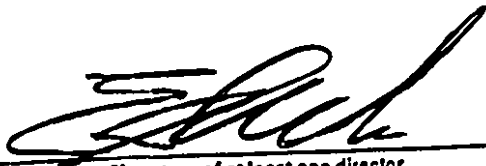
Enclosures

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Edward G. McCabe, do hereby certify
that this Resolution of the Board of Directors of Paramount Payphone, Inc.
a corporation duly organized and existing under the laws of the State of Nevada
was duly adopted on October 12, 19 95.

Resolved, that Paramount Payphone, Inc., organized
and existing in the State of Nevada, hereby adopts the
name PPI Payphones Co. for use in Florida.

Dated: October 12, 1995


Signature of at least one director

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

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

1. Paramount Payphone, 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. Nevada

(State or country under the law of which it is incorporated)

3. 88-031991

(FEI number, if applicable)

4. June 22, 1994

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or perpetual)

6. Will begin business upon certification approval

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1800 2nd Street, Suite 705

Sarasota, Florida 34236

(Current mailing address)

8. Resold Telecommunications

(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:

Name: Edward G. McCabe

Office Address: 1800 2nd Street, Suite 705

Sarasota, Florida

, Florida, 34236

(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.

By: 

(Registered agent's signature)

Edward G. McCabe

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:

A. DIRECTORS

Chairman: Edward G. McCabe

Address: 1800 2nd Street, Suite 705
Sarasota, FL 34236

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Edward G. McCabe

Address: 1800 2nd Street, Suite 705
Sarasota, Florida 34236

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.


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

14.

Edward G. McCabe, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

SECRETARY OF STATE

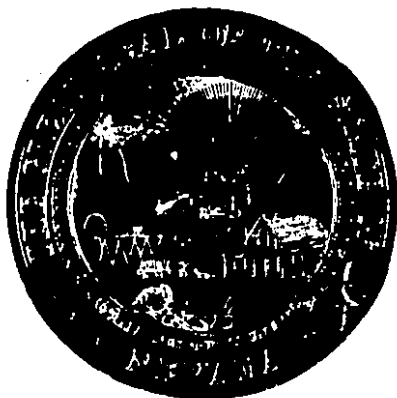


CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **PARAMOUNT PAYPHONES, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith, is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 5th day of October, 1995.



Dean Heller

Secretary of State

By

Donna Smith

Certification Clerk

FILED
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95 OCT 19 PM 12:15