

F95000005612

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

300001627353
-11/03/95--01032--004
*****78.75 *****78.75

SUBJECT: PAYPHONE MANAGEMENT SYSTEMS, 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:

KARL R. WAGNER
(Name of Person)

W95-21956

PAYPHONE MANAGEMENT SYSTEMS, INC.
(Firm/Company)

1488 OWEN DRIVE
(Address)

CLEARWATER, FL 34619
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 AM 11:24

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

KARL R. WAGNER
(Name of Person)

at (813) 791-9574
(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:**

1. PAYPHONE MANAGEMENT SYSTEMS, 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. APPLIED FOR
(FEI number, if applicable)

4. AUG 15, 1995
(Date of Incorporation)

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

6. WE WILL BEGIN BUSINESS AS SOON AS ACCEPTANCE IS RECEIVED
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1488 OWEN DRIVE
CLEARWATER, FL 34619
(Current mailing address)

8. PAY TELEPHONE BUSINESS
(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: ROBERT MOOK

Office Address: 8832 70 ST. No.

PIWELLS PARK, FL 34666, Florida, 34666
(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.

[Signature]
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 AM 11:21

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: KARL R. WAGNER

Address: 1488 OWEN DR. CLEARWATER, FL 34619

Vice Chairman: ROBERT MOOK

Address: 8832 70 ST. N. PINELLAS PARK, FL 34666

Director: _____

Address: _____

Director: _____

Address: _____

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

President: KARL R. WAGNER

Address: 1488 OWEN DR. CLEARWATER, FL 34619

Vice President: ROBERT MOOK

Address: 8832 70 ST N. PINELLAS PARK, FL 34666

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Karl R. Wagner

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

14. KARL R. WAGNER, President

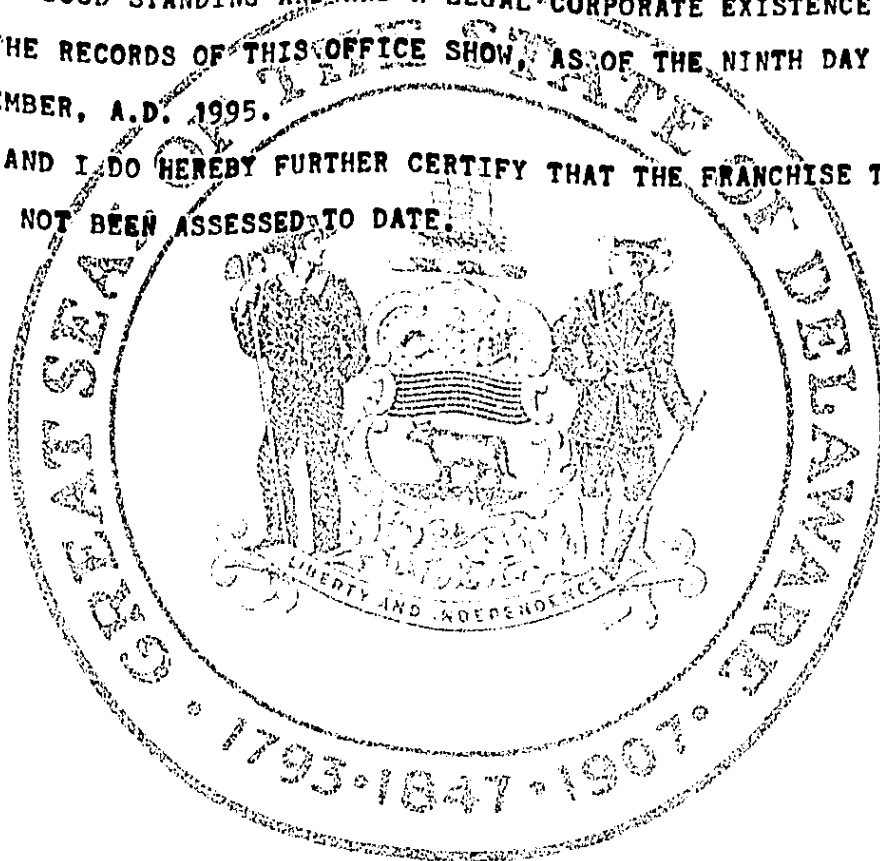
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 AM 11:24

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYPHONE MANAGEMENT SYSTEMS, 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 NINTH DAY OF NOVEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 AM 11:24



Edward J. Freel

Edward J. Freel, Secretary of State

2533661 8300

950260647

AUTHENTICATION:

7706589

DATE:

11-09-95