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F96000003561

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400001893324
-07/15/96--01020--003
*****70.00 *****70.00

Texas O.A.P., Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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7-15

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Texas O.A.P., 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. Texas
(State or country under the law of which it is incorporated)
3. 76-0468929
(FEI number, if applicable)
4. March 23, 1995
(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 817.156, F.S.))
7. Texas O.A.P., Inc
2950 I Escoba Drive, Palm Springs, CA 92264
(Current mailing address)
8. Pay telephones installed in hotels
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)
10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Janie Hughes-Myers
Address: 2950 I Escoba Drive
Palm Springs, CA 92264

Vice Chairman: _____
Address: _____

Director: Margaret Ann Collins
Address: 835 Dover Street
Marietta, GA 30066

Director: _____
Address: _____

B. OFFICERS

President: Janie Hughes-Myers
Address: 2950 I Escoba Drive
Palm Springs, CA 92264

Vice President: Janie Hughes-Myers
Address: 2950 I Escoba Drive
Palm Springs, CA 92264

Secretary: Janie Hughes-Myers
Address: 2950 I Escoba Drive
Palm Springs, CA 92264

Treasurer: Janie Hughes-Myers

Address: 2950 I Escoba Drive

Palm Springs, CA 92264

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

13.

Janie Hughes-Myers 7-5-96
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Janie Hughes-Myers President & CEO

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

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The State of Texas

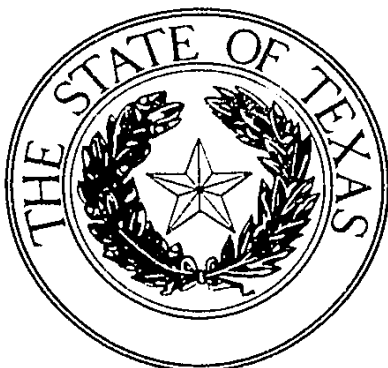
SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

TEXAS O.A.P., INC.
CHARTER NO. 1349466-0

were filed in this office and a certificate of incorporation was issued on
MARCH 23, 1995;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 22, 1996.*

1087.

Antonio O. Garza, Jr.
Secretary of State

DAE