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TRANSMITTAL LETTER

TO: Qualification Tax Lien Section
Division of Corporations

RECEIVED JAN 28 1998

SUBJECT: Davel Communications Group Inc. of Illinois
(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:

Jade M. Maxwell
(Name of Person)
Davel Communications Group, Inc.
(Firm/Company)
1429 Massaro Blvd.
(Address)
Tampa, FL 33619
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

Jade M. Maxwell at (813) 623-3545
(Name of Person) (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

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Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: March 11, 1998

RE: Davel Communications Group, Inc. of Illinois

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1993 of \$915.00 and foreign non-qualified penalties of \$ 2500.00 assessed at the statutory minimum of \$500.00 per year (in avoidance of litigation) plus a filing fee of \$70.00. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

CERTIFIED RESOLUTION

I, Michele Willner, the undersigned Secretary of Davel Communications Group, Inc., the Corporation named herein hereby Certify that the Corporation is organized and existing under and by virtue of the laws of the State of Illinois, is in good standing in Illinois with its principal office at 601 West Morgan, Jacksonville, Illinois 62650.

I FURTHER CERTIFY that the following resolution was adopted by proper action of the Corporation on March 1, 1998 and that said resolution remains in full force and effect as of the date of this Certificate:

RESOLVED, that in accordance with the laws of the state of Florida the Corporation shall conduct its business in the state of Florida as Davel Communications Group, Inc. of Illinois.

IN TESTIMONY WHEREOF, I have hereunto set my hand on this 9th day of March, 1998

CERTIFIED TO AND ATTESTED BY:

Michele Willner
Michele Willner, Secretary

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98 MAR 1 PM
SECRETARY OF STATE
ILLINOIS

**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:**

Davel Communications Group, Inc., DBA

1. Davel Communications Group, Inc. of Illinois.

(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. Illinois

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

3. 37-1064777

(FEI number, if applicable)

4. April 2, 1978

(Date of Incorporation)

5. Perpetual

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

6. June 14, 1993

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 601 W. Morgan Street

Jacksonville, IL 62650

(Current mailing address)

To manufacture, buy, sell and generally deal in goods

8. wares, service and merchandise of every type.

(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: Corporation Service Company

Office Address: 1201 Hays Street

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.

Lisa G. Mully
(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.

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: David Hill

Address: 601 W. Morgan
Jacksonville, IL 62650

Vice Chairman: Theodore C. Rammel Kamp, Jr.

Address: 601 W. Morgan
Jacksonville IL 62650

Director: Paul Demindjian

Address: 1429 Massaro Blvd.
Tampa, FL 33619

Director: Michael G. Kouri

Address: 1429 Massaro Blvd.
Tampa, FL 33619

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

President: Robert D. Hill

Address: 1429 Massaro Blvd.
Tampa, FL 33619

Sr. Vice President: Theodore C. Rammel Kamp, Jr.

Address: 601 W. Morgan
Jacksonville, IL 62650

Secretary: Michele Willner

Address: 601 W. Morgan
Jacksonville, IL 62650

Treasurer: Michael E. Hayes

Address: 601 W. Morgan
Jacksonville, IL 62650

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

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

14. Michele Willner Secretary
(Typed or printed name and capacity of person signing application)

FILED
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RECEIVED
TALLAHASSEE, FL 32301

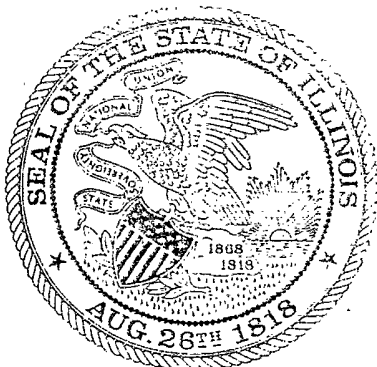
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To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that DAVEL COMMUNICATIONS GROUP, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 2, 1979, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this* 26TH *day of* JANUARY *A.D., 19* 98

George H. Ryan

SECRETARY OF STATE