

F9800000001416



August 11, 2000

The Florida Department of State
Division of Corporations
Attention: Karen Beyer, Bureau Chief
Post Office Box 6327
Tallahassee, Florida 32314

200003360052--7
-08/17/00--01007--002
*****35.00 *****35.00

**Re: Davel Communications Group, Inc., presentment of Consent in Lieu of a
Special Meeting of the Board of Directors and Applications Fee of \$35.00**

Dear Ms. Beyer:

Please find the above-mentioned documents enclosed and cause the Consent to be filed for the purpose of permitting Davel Communications Group, Inc. to transact business under that name in the State of Florida. Any confirmation of filing may be directed to my attention at the addressed embossed heron. Thank you for your consideration in this matter.

Should you have any questions or concerns regarding this matter, please do not hesitate to contact me.

Sincerely,


Paul W. Tripp
Associate General Counsel

encl.

00 AUG 17 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



DAVEL COMMUNICATIONS GROUP, INC.

**CONSENT IN LIEU OF A SPECIAL
MEETING OF THE BOARD OF DIRECTORS**

The undersigned, being the sole member of the Board of Directors of Davel Communications Group, Inc., an Illinois corporation (the "**Corporation**"), in lieu of holding a special meeting of the Board of Directors of the Corporation, hereby takes the following actions and adopts the following resolution by written consent pursuant to Section 5/8.45 of the Business Corporation Act of the State of Illinois:

WHEREAS, because another entity had taken the name "Davel Communications Group, Inc." to transact business in Florida, on or about March 11, 1998, the Corporation made application with the State of Florida for authorization to transact business in Florida under the name "Davel Communications Group, Inc. of Illinois";

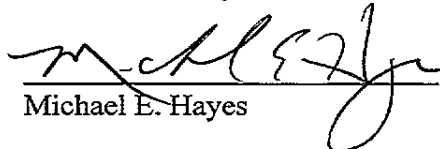
WHEREAS, according to the Florida Department of State, the name "Davel Communications Group, Inc." is currently available for use by the Corporation;

WHEREAS, the Corporation wishes and elects to transact business in Florida under the name "Davel Communications Group, Inc."

NOW THEREFORE BE IT RESOLVED, that the officers of the Corporation are authorized and empowered to take those steps necessary and in accordance with Florida law to adopt the name "Davel Communications Group, Inc." instead of "Davel Communications Group, Inc. of Illinois" as the Corporation's official name in transacting business in the State of Florida.

The actions taken by this consent shall have the same force and effect as if taken at a special meeting of the Board of Directors duly called and constituted pursuant to the Bylaws of the Corporation and the laws of the State of Illinois.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the 27th day of July, 2000.


Michael E. Hayes

FILED
00 AUG 17 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA