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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FOREIGN PROFIT QUALIFICATION

U.S. PAYPHONE.COM, CORP.

RECEIVED
99 AUG 16 PM 3:54
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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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. U.S. PAYPHONES.com corp.
(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.) 65-0938688 (8-6-99)
2. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FBI number, if applicable)
4. June, 17, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and §17.135, F.S.)
7. 499 Sheridan Street / suite-302
DANIA Beach, FL. 33004
(Current mailing address)
8. Retail payphone service
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Richard Oetting
Office Address: 499 Sheridan Street
DANIA Beach, Florida, 33004
(Zip code)

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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 designate 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.

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: Richard L. Detting
 Address: 13551 NW 6th Street Apt. 102
Pembroke Pines, FL 33628

Vice Chairman: Rodney Walters
 Address: 16535 NE 26th Avenue
North Miami Beach, FL 33160

Director: Peter D. Andolpho Jr.
 Address: 16525 NE 26th Ave
North Miami Beach, FL 33160

Director: _____
 Address: _____

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

President: Richard L. Detting
 Address: 13551 NW 6th Street
Pembroke Pines, FL 33028

Vice President: Rodney Walters
 Address: 16535 NE 26th Avenue
North Miami Beach, FL 33160

Secretary: Peter D. Andolpho
 Address: 16525 NE 26th Avenue
North Miami Beach, FL 33160

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. _____

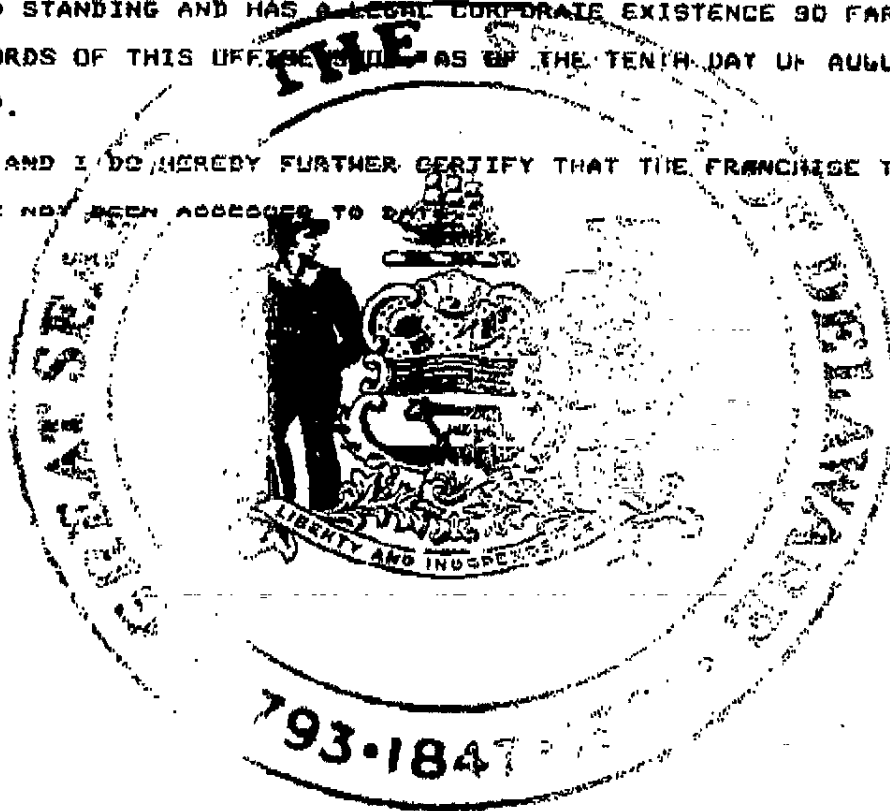
RICHARD L. DETTING

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

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.G. PAYPHONE.COM, CORP." 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 TENTH DAY OF AUGUST, A.D. 1999.

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



Edward J. Freel
Edward J. Freel, Secretary of State

3057735 8300

991330678

AUTHENTICATION:

9912692

DATE:

08-10-99