LIMITED LIABILITY COMPANY

Apr 28, 2003 8:00 am Secretary of State UNIFORM BUSINESS REPORT (UBR) DOCUMENT # L02000033714 04-07-2003 90615 034 ****50.00 1. Entity Name AMERICAN PAYPHONE DISTRIBUTORS, L.L.C. **つつし**るとしとし DO NOT WRITE IN THIS SPACE Principal Place of Business 3. Mailing Address 13899 BISCAYNE BLVD Suite, Apt. #, etc. Suite, Apt. #, etc. DO NOT WRITE IN THIS SPACE PH 6 City & State City & State Applied For NORTH MIAMI BEACH Not Applicable 33181 Country Country \$5.00 Additional 5. Certificate of Status Desired Fee Required - 7. Name and Address of Current Registered Agent Name DO NOTWRITE NATHAN MATALON Street-Address (P.O.-Box Number is Not Acceptable)-IN THIS SPACE 3719 BATTERSEA ROAD IMAIM 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. DATE **FEE IS \$50.00** Make Check Payable to Florida Department of State DUE BY MAY 1 9. MANAGING MEMBERS/MANAGERS TITLE n NAME NATHAN MATALON

NAME STREET ADDRESS STREET ADDRESS 3719 BATTERSEA ROAD CITY-ST-ZIP MIAMI, FL 33133 TITLE NAME ROY GOODMAN STREET ADDRESS STREET ADDRESS 9555 BROAD VIEW TERRACE MIAMI, FL 33154 CITY-ST-ZiP TITLE NAME STREET ADDRESS DO NOT WRITE CITY-ST-ZIP TITLE IN THIS SPACE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADORESS

11. I hereby certify that the information supplied with this filling does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

ER, MANAGER, OR AUTHORIZED REPRESENTATIVE

CITY-ST-ZIP