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U.S. PAYTEL
AMERICA'S CHOICE

October 20, 1997

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-10/23/97--01017--008
*****35.00 *****35.00

Florida Department of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000002327560--5
-10/23/97--01017--009
*****250.00 *****250.00

Dear Sir or Madam:

Enclosed please find my completed application for registration for a foreign limited liability company. Please process this and send all correspondence to:

Paul Joyce
US Paytel, Inc.
11000 Prosperity Farms Rd.
Suite 301
Palm Beach Gardens, FL 33410

If you have any questions I can be reached at 1-800-370-2020.

Sincerely,

10/24/97
Paul F. Joyce, President
U.S. Paytel, Inc.

Document	DU
Transfer	DU
Verifier	DU
Acknowledgment	DU
P. Verifier	DU

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TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:

1. U.S. Paytel Southern LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not
so contained in the name at present.)

2. Nevada 3. 65-0787642
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)

4. July 29, 1997 5. July 29 2027
(Date of Organization) (Duration: Year limited liability company will cease to
exist or "perpetual")

6. No business yet
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 11,000 prosperity farms Rd #301
Palm Beach Gardens, FL 33410
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

See Attached sheet

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JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
PALM BEACH COUNTY, FLORIDA

US Paytel Southern, LLC Managing Members

Last Name	First Name	Joint First	Joint Last	Title	Address	City	State	Zip	Phone
Abell	George L.				18 Simme Dr.	Lancaster	NY	14086	(716)685-2939
Armstrong	Maxine				566 Jerry Crump Rd.	Lincolnton	NC	28092	(704)735-4953
Avramidis	Stellios	Karen	Avramidis		28408 Las Palmas Circle	Bonita Spring	FL	34135	(941)495-9764
Basik	Jeffrey				7870 Eagles Flight LN.	Ft. Meyers	FL	33912	(941)768-9380
Beck	Thomas				209 Park Dr.	Baltimore	MD	21228	(410)744-8477
Begin	Raymond				10 Rena Maria Circle	Washingtonville	NY	10992	(914)496-5365
Bellin	Zachary C.				1618 W. 60th St.	Los Angeles	CA	90047	(213)778-4347
Bruckner	Sanford				3616 Henry Hudson Pkwy	Bronx	NY	10463	(718)543-4596
Brule	Jacquelyn				208 Elmira Trail	Hopalong	NJ	07843	(973)770-3204
Calderone	Philip				100 D. High Point Dr.	Hartsdale	NY	10530	
Carona	John				70 Wilson Ave.	Westbury	NY	11590	(718)464-3391
Carroll	Mary M.				4601 Hanover Pike	Manchester	MD	21102	(410)374-6095
Cohoon	Alan D.				6327 So. 104th	Omaha	NE	68127	(402)339-8885
Coulter	John	Maj-Britt	Coulter		16 Whisconier Rd.	Brookfield	CT.	06804	(303)775-8513
DeGrassi	John M.				11 Columbia Dr.	Tinton Falls	NJ	07724	(908)389-5013
DeSilva	Calvin T.				51 Slover Ave.	Orlando	FL	32807	(407)277-9388
Frank	Robert	Marilyn	Frank	Robert & Marilyn Frank, TTE	27 Wabanaki Way	Andover	MA	01810	(978)475-6031
Gargiulo	Ralph				931 Burke Ave.	Bronx	NY	10469	(718)654-7244
Grantham	John				Rt. 2 Box 232-1	Altha	FL	32421	(850)674-5404
Herman	Barbara	Irving R.	Herman		1861 Coroana Del Sire Dr.	N. Ft. Meyers	FL	33917	(914)731-2937

Last Name	First Name	Joint First	Joint Last	Title	Address	City	State	Zip	Phone
Hockenbury	John W.				2232 Duck Hollow Dr.	Kennesaw	GA	30152	(770)499-1951
Johnson	Pearl				351 Ellery Ave.	Newark	NJ	07106	(201)372-3070
Kane	Carole B.				4010 Woodview Dr.	Sarasota	FL	34232	(941)379-2013
Knepp	Robert				RR 1 Box 252	Northumberland	PA	17857	(717)473-9212
Mayer	Thomas				3814 Gunn Hwy Suite B	Tampa	FL	33624	(813)920-8156
Mazza	Anthony				17268 Barton Rd.	Fredricktown	OH	43019	(614)392-3963
Moe	George	Moe			8505 Ivanhoe Dr.	Melbourne	FL	32940	(407)255-0264
Morrison	Leo				24784 Lakemont Cove Lan	Bonita Spring	FL	34134	(941)495-8705
Newton	Glen				7801 Blue Ridge Circle	Charlotte	NC	28270	(704)365-6085
	Marilyn				7801 Blue Ridge Circle	Charlotte	NC	28270	(704)365-6085
O'Lenick	Richard M.				159 Deerland Ave.	Painted Post	NY	14873	(607)962-3853
Pandya	Kirit				Sure Telegroup Of Lakewood	Lakewood	NJ	08701	(908)449-5591
Patel	Mahesh	Vinodini	Patel		17-19 Ridge Rd. Apt.20	Lyndhurst	NJ	07071	(201)939-2705
Perrin	Phillip				PO Box 291	Belport	NY	11713	(516)286-7945
Pink	Fitzroy	Kenisha	Pink		124 President St, Apt 2	Passaic	NJ	07055	(973)777-4377
Puccio	James S.				4933 Seville Ct.	Cape Coral	FL	33904	(941)549-4744
Ray	Dianna Hoyt				3601 Brinkley Dr.	Raleigh	NC	27610	(919)733-2850
Resch	Glenda F.				2414 S.E. Celebrity Ct.	Port Orchard	WA	98367	(360)895-1450
Robertson	Charles W.				52 Newton Rd.	Rochester	NY	14626	(716)227-6119
Robinson	Theresa				Theresa A. Robinson, Trust	107 Rowe Ln. PO Box 654	Pomona Park	FL	32181 (904)649-4964
Roby	Milton	Janet L.	Roby		7417 Hill Ave.	Gig Harbor	WA	98335	(253)851-2554
Rothenberg	Alan				Alan Rothenberg Pension Pl	13 Bannock Ct.	Suffern	NY	10901 (914)368-1877
Sankey	Robert M.				PO Box 164	Kreamer	PA	17833	(717)374-8086

Last Name	First Name	Joint First	Joint Last	Title	Address	City	State	Zip	Phone
Savidge	Marlin E.				1045 S. Front St.	Sunburg	PA	17801	(717)988-0201
Schiaroli	Dennis	Rita	Schiaroli		P.O. Box 672	Yonkers	NY	10704	(914)776-2034
Simmons	Irene				10 Vernon Ave.	Rockville Cent NY	NY	11570	(516)764-1011
Skov	Mogens				342 2nd Str.	Jersey City	NJ	07302	(201)792-7545
Sprenkle	Steven				308 W. Sassafras St.-Rear	Selinsgrove	PA	17870	(717)374-7030
Stebbins	Peter J.				RR 1 Box 293 S.	Chester	VT	05143	(802)875-4641
Stillwaggon	James G.	Rosemary	Stillwaggon		46 Tenally Dr.	New Hyde Par NY	NY	11040	(516)742-2467
Subramania	Swaminathan				237 Hidden Woods Ct.	Piscataway	NJ	08854	(908)752-2139
Tomlin	Kristine M.				1809 E. Hoquialin Rd.	Hoquialin	WA	98550	(360)538-0846
Scott					1809 E. Hoquialin Rd.	Hoquialin	WA	98550	(360)538-0846
Scott L.	Kristine		Tomlin		1809 E. Hoquialin Rd.	Hoquialin	WA	98550	(360)538-0846
Turner	Denny L.	Linda B.	Turner		6139 Coach Hill Lane	Charlotte	NC	28212	(704)535-2432
US Paytel, I				US Paytel, Inc.	11000 Prosperity Farms Rd	PBG	FL	33410	(561)776-0985
Wamer	Larry				27701 Forester Dr.	Benita Spring	FL	34134	(941)947-8220
Warren	Charles F.				1021 Del Rio Dr.	Lady Lake	FL	32159	(352)753-7061
Watts	Bertha	Carey Mark	Watts		2076 Brookline Rd.	Memphis	TN	38128	(901)386-5897
Williams	Harvey L.	Bonnie D.	Williams		7540 49th Ave NW	Olympia	WA	98502	(360)866-1809
Yuhas	Rose Marie				19210 Falls Rd.	Hempstead	MD	21074	(410)239-8060
Zaperach	Charles				12101 N. Dale Marry Hwy 1	Tampa	FL	33618	(813)961-5463
Zeiders	Ronald				5 N. Market	Selinsgrove	PA	17870	(717)743-6069

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of U.S. Paytel
Southern LLC deposes and says:

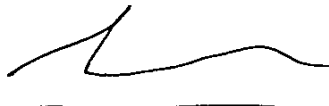
1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 1,000,000

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1,000,000
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000,000

 (Paul Joyce)

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$250.00 for Application and Affidavit

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PM 1:30
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

U.S. Paytel Southern LLC

2. The name and address of the registered agent and office are:

U.S. Paytel Inc.
(Name)

11,000 Prosperity Farms Rd.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Palm Beach Gardens FL 33410
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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)

10/17/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

SECRETARY OF STATE



LIMITED-LIABILITY COMPANY CHARTER

I, DEAN HELLER, the Nevada Secretary of State, do hereby certify that U.S. PAYTEL SOUTHERN L.L.C. did on July 29, 1997, file in this office the Articles of Organization for a Limited-Liability Company, that said Articles are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain the provisions required by the laws governing Limited-Liability Companies in the State of Nevada.

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SECRETARY OF STATE

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, on July 29, 1997.



Dean Heller
Secretary of State

By

Laquelelle Wray
Certification Clerk