

May , 2000

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

PO0000047679

Dear Sirs:

Re.: Payphone Partners, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation of the above Corporation and check in the amount of \$78.75 (U.S. Dollars Seventy Eight and Seventy Five Cents) in payment of the following fees:

Filing Fees	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00
Total Fees Enclosed	\$ 78.75

FILED  
00 MAY 10 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Kindly return one certified copy of the Articles of Incorporation along with the Certificate of Incorporation at your earliest possible convenience.

FROM: Walter L. Jones  
Payphone Partners, Inc.  
6337 Terrell Road  
P. O. Box 617  
Tangerine FL 32777-0617

900003246529-7  
-05/10/00-01056-001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Yours sincerely

Walter L. Jones

Enclosures: As Mentioned

5-12  
DC

**ARTICLES OF INCORPORATION**

**ARTICLE I**

The name of this Corporation shall be: **Payphone Partners, Inc.**

**ARTICLE II**

Subject to the provisions of the laws of the State of Florida, especially Chapter 607, Florida Statutes and all other applicable laws, rules and regulations, this Corporation shall come into existence at 12:01 A.M. on May 11, 2000.

**ARTICLE III**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

The amount of capital stock authorized by this Corporation shall be (7,500) SEVEN THOUSAND FIVE HUNDRED at (\$1.00) ONE DOLLAR per share par value non-assessable Common Stock.

**ARTICLE V**

The Corporation shall have perpetual existence.

**ARTICLE VI**

The registered office as well as the principal office and the mailing address of this Corporation shall be: **6337 North Terrell Road P. O. Box 617 Tangerine FL 32777-0617** but this Corporation may establish such other offices and branch offices within or without the State of Florida as may be necessary or as may be determined by the Board of Directors. **Walter L. Jones** will be the Registered Agent of the Corporation at the above-mentioned address.

FILED  
00 MAY 10 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VII**

This Corporation shall be managed by a Board of Directors no less than one nor more than three who need not be stockholders of the Corporation. The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are:

**Walter L. Jones 6337 North Terrell Road P. O. Box 617 Tangerine FL 32777-0617**

## **ARTICLE VIII**

The name and street address of the subscriber to the Certificate of Incorporation is

**Walter L. Jones 6337 North Terrell Road P. O. Box 617 Tangerine FL 32777-0617**

## **ARTICLE IX**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

## **ARTICLE X**

**Walter L. Jones 6337 North Terrell Road P. O. Box 617 Tangerine FL 32777-0617** has been named as the Corporation's agent to accept service of process within this State. Said Agent has accepted the request to act in this capacity.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this      day of  
May 2000.

**WALTER L. JONES**  
Incorporator

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is **Payphone Partners, Inc.**

The name and address of the registered agent and registered office and principal office is:

**Walter L. Jones**  
**6337 North Terrell Road**  
**P. O. Box 617**  
**Tangerine FL 32777-0617**

**Walter L. Jones**  
Incorporator & Director

Dated at Tangerine this      day of May, 2000.

Having been named as registered agent and to accept service of process for the above stated Corporation, at 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 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.

BY Walter L. Jones

**Walter L. Jones**  
Date: 8<sup>th</sup> day of May, 2000

FILED  
00 MAY 10 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA