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FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF
PHONEBOOTH U.S.A. OF BOCA, INC.**

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

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ARTICLE I NAME

PHONEBOOTH U.S.A. OF BOCA, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

10166 NW 17TH STREET
CORAL SPRINGS, FLORIDA 33071

ARTICLE III CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1,000) SHARES HAVING A PAR VALUE OF ONE DOLLAR (1.00) PER SHARE.

ARTICLE IV INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION IS ONE (1). THE NUMBER OF DIRECTORS MAY EITHER BE INCREASED OR DECREASED FROM TIME TO TIME BY AN AMENDMENT OF THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS ARE:

MARGARETH ROUMAIN
10166 NW 17TH STREET, CORAL SPRINGS, FLORIDA 33071

ARTICLE V INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

RONALD J. WALTERS
10166 NW 17TH STREET, CORAL SPRINGS, FLORIDA 33071

These Articles of Incorporation Prepared by:
R.J. Walters & Company, P.A.
10100 W. Sample Rd. Suite 323, Coral Springs, Florida 33065 (954) 796-4844

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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

RONALD J. WALTERS
10166 NW 17th STREET, CORAL SPRINGS, FLORIDA 33071THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS DATE :
MARCH 01, 2001

 RONALD J. WALTERS, 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.

1. THE NAME OF THE CORPORATION IS PHONEBOOTH USA OF BOCA, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

RONALD J. WALTERS
10166 NW 17th STREET, CORAL SPRINGS, FLORIDA 33071

SIGNATURE

TITLE: INCORPORATOR

DATE: MARCH 01, 2001

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 STATEUTES 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.

REGISTERED AGENT

DATE: MARCH 01, 2001

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