

**Electronic Articles of Incorporation
For**

**P02000059790
FILED
May 30, 2002
Sec. Of State**

BUDTEL, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BUDTEL, INC.

Article II

The principal place of business address:

3553 N.W. 50TH ST.
MIAMI, FL. 33142

The mailing address of the corporation is:

3553 N.W. 50TH ST.
MIAMI, FL. 33142

Article III

The purpose for which this corporation is organized is:

OPERATING PAY PHONES INSIDE AND OUTSIDE THE STATE OF
FLORIDA AND ANY OTHER LAWFUL PURPOSE.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

ISAAC REICH
3553 N.W. 50TH ST.
MIAMI, FL. 33142

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: ISAAC REICH

Article VI

The name and address of the incorporator is:

MICHAEL RENNER
ASTOR, WEISS, KAPLAN AND MANDEL, LLP
200 S. BROAD ST., 6TH FLOOR
PHILADELPHIA, PA 19102

Incorporator Signature: MICHAEL RENNER