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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

PAYPHONES U.S.A., INC

The undersigned hereby associates themselves for the purpose of organizing this corporation under the laws of the State of Florida

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TALLAHASSEE, FLORIDA

ARTICLE I- The Name of this corporation is PAYPHONES U.S.A., INC

ARTICLE II- The purpose of this corporation is to engage in any lawful business permitted under the laws of the State of Florida.

ARTICLE III- The duration of this corporation is to be perpetual.

ARTICLE IV- The initial Board of Directors shall consist of no members until the first meeting.

ARTICLE V- The corporation shall be authorized to have issued and outstanding at any time no more than 1,000 shares of stock with a nominal or par value of \$1.00 per share.

ARTICLE VI- The initial capital of the corporation shall be no less than \$500.00.

ARTICLE VII- The initial Incorporator and Subscriber to these Articles of Incorporation shall be:

T. ROSENBERG, 79 N. HIBISCUS DRIVE, MIAMI BEACH
Fla 33139 500 shares @ 1.00 par value

T. ROSENBERG

ARTICLE VIII- The initial Registered Agent and Registered Office and business address of the corporation shall be
79 N HIBISCUS DRIVE, MIAMI BEACH, FLA 33139
I hereby certify that I understand the responsibilities of serving as registered agent and accept this appointment

T. ROSENBERG

ARTICLE IX- The initial business office and place of business of the corporation shall be 79 N HIBISCUS DRIVE, MIAMI BEACH
FLA 33139

PREPARED BY: Terrence E. Rosenberg, Esq., 79 N Hibiscus Drive, Miami Beach, Fla 33139

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