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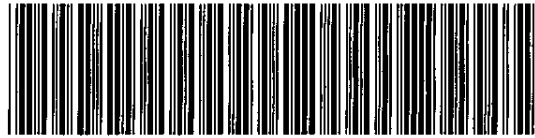
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TALLAHASSEE, FLORIDA

merger
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COVER LETTER

TO: · Amendment Section
Division of Corporations

SUBJECT: COMMERCIAL PAY PHONES, INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Ainslee R. Ferdie, Esq.

(Contact Person)

Ferdie and Lones, Chartered

(Firm/Company)

717 Ponce de Leon Boulevard, Suite 223

(Address)

Coral Gables, Fl. 33134

(City/State and Zip Code)

For further information concerning this matter, please call:

Ainslee R. Ferdie

(Name of Contact Person)

At (305) 445-3557

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to Florida Statute 607.1109, the following Articles of Merger between **Coin-Tel, Inc., a Florida corporation** and **Commercial Pay Phones, Inc., a Florida corporation**, the surviving corporation have been adopted and are submitted for filing:

ARTICLE I

Surviving corporation shall be **Commercial Pay Phones, Inc., a Florida corporation**.

ARTICLE II

The Plan of merger is that stock in **Coin-Tel, Inc., a Florida corporation**, shall be surrendered in accordance with the plan of merger, and if necessary shares in **Commercial Pay Phones, Inc., a Florida corporation**, be issued so that the following shall be the ownership of the surviving corporation

Eugene W. Kligmann 40.5%
Jack Stewart 10.68%
John Stewart 10.96%
Gary Stewart 3.62%

Michael Albanese 19%
Bonnie Stewart 7.62%
Paul Stewart 7.62%

ARTICLE III

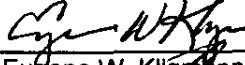

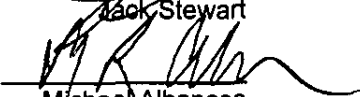
The above plan was approved by the directors and shareholders unanimously of each corporation, i.e. **Coin-Tel, Inc., a Florida corporation** and **Commercial Pay Phones, Inc., a Florida corporation**.

ARTICLE IV

The merger is effective as of filing, although for internal purposes, it is effective as of June 1, 2007.

We attest to the above Articles of Merger.

Witness our hands and seals.


Eugene W. Kligmann

Jack Stewart

Michael Albanese

MERGER RESOLUTION
OF COMMERCIAL PAY PHONES, INC.

Resolution adopting plan of Merger, be it resolved:

1. **Coin-Tel, Inc., a Florida corporation**, shall merge into **Commercial Pay Phones, Inc., a Florida corporation**, with **Commercial Pay Phones, Inc.**, being the surviving corporation.
2. That after the merger the percentage of ownership of the stock in **Commercial Pay Phones, Inc.**, shall be:

<u>Name</u>	<u>Percentage</u>	<u>Shares</u>
Eugene W. Kligmann	40.50%	405
Michael Albanese	19.00%	190
Jack Stewart	10.68%	106.80
John Stewart	10.96%	109.60
Bonnie Stewart	7.62%	76.20
Paul Stewart	7.62%	76.20
Gary Stewart	3.62%	36.20
Total	<u>100.00%</u>	<u>1000 Shares</u>

3. The shares of **Coin-Tel, Inc.**, shall be surrendered and insofar as is necessary, additional shares of the surviving corporation shall be issued.
4. Insofar as shares of **Commercial Pay Phones, Inc.**, are not surrendered, the effective date of the merger shall be June1, 2007.

The foregoing resolution was adopted by the Board of Directors of **Commercial Pay Phones, Inc.**, on May 30, 2007 and by the shareholders unanimously on May30, 2007 waiving any right of dissenting therefrom.

Dated: June1,2007

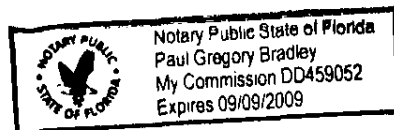
COMMERCIAL PAY PHONES, INC.

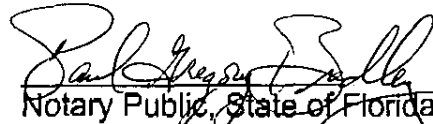
By: 
Eugene W. Kligmann

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 16 day of August, 2007 by Eugene W. Kligmann, who is personally well known to me.

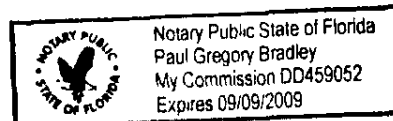


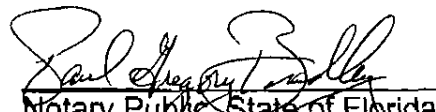

Notary Public, State of Florida

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 16 day of August, 2007 by Jack Stewart, who is personally well known to me.

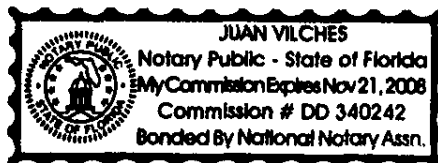




Notary Public, State of Florida

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 27 day of December, 2007 by Michael Albanese, who is personally well known to me.




Notary Public, State of Florida