P94000021661

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 724168 4360800

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

RA Change

700002445227--1

ORDER DATE : February 28, 1998

ORDER TIME : 10:03 AM

ORDER NO. : 724168

CUSTOMER NO: 4360800

CUSTOMER: Ms. Reta Juiliano
Sprint Corporation
2330 Shawnee Mission Parkway
Mailstop Kswesa0105
Westwood, KS 66205

FILED
98 MAR -3 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: SPRINT PAYPHONE SERVICES, INC.

3/3/98

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Glisar

W.P. Verifyer

DIVISION OF CORPORATION
98 MAR -3 AM 10:42
RECEIVED

Florida Department of State, Sandra B. Mortham, Secretary of State

*** * * FILING FEE: $35.00 * * ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida *submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1. The name of the corporation is: SPRINT PAYPHONE SERVICES, INC.

2. The mailing address of the corporation is: 2330 Shawnee Mission Parkway, Mailstop: KSWESA0105, Westwood, Kansas 66205

3. Date of incorporation/qualification: March 21, 1994 Document number: P94000021661

4. The name and address of the current registered agent and office:

Walter L. Jones
600 South Northlake Boulevard, Suite 210
Altamonte Springs, Florida 32701

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Michael T Hyde
(Signature of an officer, chairman or vice chairman of the board)

February 13, 1998
(Date)

Michael T. Hyde, Secretary
(Printed or typed name and title)

February 13, 1998
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Kim Kurzeniec
(Signature of Registered Agent)

2-25-98
(Date)

If signing on behalf of an entity:

Kim Kurzeniec
(Typed or Printed Name)

Asst. Secretary
(Capacity)

CR2E045(3/96)