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TIMOTHY M. O'LEARY

ATTORNEY AT LAW

**1455 WEST FAIRBANKS AVENUE
WINTER PARK, FLORIDA 32789
TEL. 407/629-1514**

March 30, 1995

**Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32301**

**1000001448481
-04/05/95--01114--0006
*****70.00 *****70.00**

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation on Hines Communications, Inc. and a check drawn on my account in the amount of \$70.00 to cover the charter tax, filing of the Articles of Incorporation and filing of approval of the resident agent.

Thank you for your cooperation in this matter.

Very truly yours,

Timothy M. O'Leary / H
TIMOTHY M. O'LEARY

**TMO/ttr
Enclosures**

B. REGISTER APR 7 1995

**FILED
95 APR -5 PM 3:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**ARTICLES OF INCORPORATION
OF
HINES COMMUNICATIONS, INC.**

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95 APR -5 PM 3:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be HINES COMMUNICATIONS, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is to be a pay phone vending company in wholesale gift trade or any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy-rights, trademarks and licenses, in the State of Florida, and in all other states and

countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is:

750 Shares at \$10.00 par

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is 1772 Seneca Blvd., Winter Springs, FL 32708, Seminole County.

The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE VII

Directors

This Corporation shall have not less than three directors initially. The number of directors may be increased or diminished from time to time, through by-laws adopted by the stockholders.

ARTICLE VIII

Initial Directors

The names and street addresses of the member of the first Board of Directors is:

Bobby J. Hines
1772 Seneca Blvd.
Winter Springs, FL 32708

President, Secretary, Treasurer

Diana E. Hines
1772 Seneca Blvd.
Winter Springs, FL 32708

Vice President

ARTICLE IX

Subscribers

The name and street address of the subscriber of these Articles of Incorporation, the number of shares of stock which he agrees to take and the value of the consideration therefore are:

NAME	ADDRESS	SHARES	CONSIDERATION
Bobby J. Hines	1772 Seneca Blvd Winter Springs, FL 32708	50	\$500.00

ARTICLE X

Registered Agent

The initial designation of the registered office of this corporation shall be 1772 Seneca Blvd., Winter Springs, FL 32708 and the registered agent shall be Bobby J. Hines.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Registered Agent

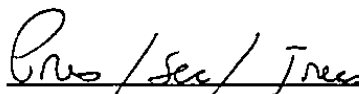
ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the incorporators above named, have hereunto set our hands and seals this 28th day of March, 1995.


President/Secretary/Treasurer


President/Secretary/Treasurer

[Signature]
Vice President

Vice-president

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, BOBBY J. HINES, who produced a valid Florida Drivers License # H520-670-46-066 as identification and to me known to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 28th day of March, 1995.

[Signature: Terri Tizzard Ryan]
Notary Public; State of Florida
My Commission Expires:

STATE OF FLORIDA

COUNTY OF ORANGE



TERRI TIZZARD RYAN
My Commission CC428970
Expires Dec. 22, 1998

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, DIANA E. HINES, who produced a valid Florida Drivers License # H520-165-52-949 as identification and to me known to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 29th day of March, 1995.

[Signature: Terri Tizzard Ryan]
Notary Public; State of Florida
My Commission Expires:



TERRI TIZZARD RYAN
My Commission CC428970
Expires Dec. 22, 1998

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SECRETARY OF STATE
TALLAHASSEE FLORIDA