

**P95000049935**



**THE COMPANY CORPORATION**

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

95 JUN 23 AM 11:19

June 13, 1995

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporate Records Bureau  
Division of Corporation  
PO Box 6327  
Tallahassee FL 32314

RE: Pay By Phone Inc.  
P 344728PAHAL

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, Certificate of Acceptance and our check(es) in the amount of \$70.00 for Pay By Phone Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 209 with questions regarding the enclosed application.

Sincerely,

*Bonnie J. Bennett*  
Bonnie J. Bennett

enc.

900001522549  
-06/26/95--01008--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*6-27-95*

ARTICLES OF INCORPORATION  
OF  
Pay By Phone, Inc.

FILED

95 JUN 23 AM 11:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Pay By Phone, Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 28 Pine Trace, Ocala FL 34472

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 1000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Charles A. Hallmann 28 Pine Trace, Ocala FL 34472  
Denise C. Hallmann 28 Pine Trace, Ocala FL 34472

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation  
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 13th day of June, 1995.

Bonnie J. Bennett

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 13th day of June, 1995 by Bonnie J. Bennet

SUSAN M. GRIFFIN  
NOTARY PUBLIC-DELAWARE  
Appointed October 6, 1994  
Term 2 Years

Susan M. Griffin  
Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

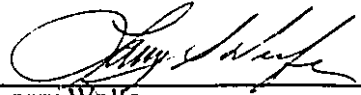
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Pay By Phone, Inc.

desiring to organize under the laws of the state of Florida with its principal place of business located in the city of Ocala, State of Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Larry Wolfe

June 13, 1995

Date