

P96000012469

F. B. ESTERGREN, P.A.
ATTORNEY AND COUNSELLOR AT LAW
98 EOLIN PARKWAY N.E.
P.O. DRAWER 2167
FT. WALTON BEACH, FLORIDA 32540
(904) 243-7104 244-2148

Feb. 5, 1996

Corporate Records Division
P.O. Box 6327
Tallahassee 32314

*****1707818
-02/06/96--01086--014
****122.50 ****122.50

Re: NORTHWEST FLORIDA PAYPHONES, INC.

Gentlemen:

Enclosed are the original and duplicate original copy of the Articles of Incorporation of the above named proposed corporation which have been properly executed.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return to me.

I also enclose Registered Agent designation for filing.

A check is enclosed in the amount \$122.50 to cover the \$35 filing fee, \$52.50 for certified copy of Articles and \$35 for registered Agent designation.

If you should have any question regarding the above, please contact me at the phone number listed above.

FBE/jap

Sincerely,

F. B. Estergren, P.A.

FILED
96 FEB -6 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMS
2/12/96

ARTICLES OF INCORPORATION

OF

FILED

NORTHWEST FLORIDA PAYPHONES, INC. 96 FEB -6 AM 10:20

ARTICLE I - NAME

The name of this corporation is: NORTHWEST FLORIDA PAYPHONES, INC. (hereinafter referred to as the "Corporation").

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in the Payphone Vending Route business, and for the purpose of transacting any or all other lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The mailing address, principal office and street address of the of the Corporation is: 6776 LeGrande Court, Milton, FL 32570.

The name of the registered agent of the corporation is: William Frank Coffey and the street office address of such registered agent and registered office of the corporation is: 6776 LeGrande Court, Milton, FL 32570.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of the Corporation are: WILLIAM FRANK COFFEY, 6776 LeGrande Court, Milton, FL 32570 VERA DALE COFFEY, 6776 LeGrande Court, Milton, FL 32570.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is: WILLIAM FRANK COFFEY, 6776 LeGrande Court, Milton, FL 32570.

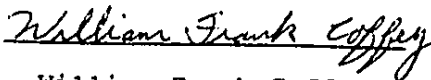
ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SECTION 1244 STOCK

It is the intent of this charter that the directors may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1954, as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 2ND day of February, 1996.


William Frank Coffey

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

NORTHWEST FLORIDA PAYPHONES, INC.

2. The name and address of the registered agent and office is:

WILLIAM FRANK COFFEY

(NAME)

6776 LeGrande Court

(P.O. BOX NOT ACCEPTABLE)

Milton, FL 32570

(CITY/STATE/ZIP)

FILED
96 FEB - 6 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE William Frank Coffey
William Frank Coffey

DATE 2/2/96