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KEASLER PENNINGTON
LAW FIRM

7077 Bonneval Road, Suite 120
Jacksonville, FL 32216
904-281-2255 • Fax 904-281-2266

Frank R. Keasler, Jr.
Mark G. Pennington

EFFECTIVE DATE
3/6/96

March 7, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Prestige Pay Phones, Inc.

Dear Madam/Sir:

Enclosed herewith is the Articles of Incorporation for the above entity to be filed in your office. Also enclosed is our firm's check #1648 in the amount of \$70.00 to cover the filing fee, and the fee for designation of and/or acceptance by the Registered Agent in this action.

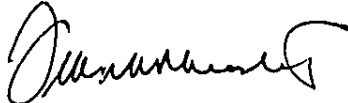
Please file mark the enclosed acknowledgment copy of this letter along with a copy of the Articles of Incorporation and return them to this office in the self addressed, postage paid envelope enclosed for your convenience.

If you have any questions regarding the above, please contact me.

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-03/08/96--01043--011
*****70.00 *****70.00

Very truly,

KEASLER LAW FIRM



Frank R. Keasler, Jr.

FRK/ljj

Enclosures

cc: Prestige Pay Phones, Inc.

3806\03SecySt.Ltr

FILED
96 MAR -8 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

87AS
3/12/96

EFFECTIVE DATE
3/6/96

ARTICLES OF INCORPORATION
OF
PRESTIGE PAY PHONES, INC.

FILED
96 MAR -8 AM 10:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the Corporation shall be: **Prestige Pay Phones, Inc.**

ARTICLE II.

The Corporation shall have perpetual existence.

ARTICLE III.

The general nature of the businesses to be transacted by the Corporation shall be as follows:

Section 1. To devise, develop, create, inaugurate and contract for the establishment, installation and sale and rental of pay telephones including the systems, methods and control for the efficient operation thereof and to carry on any and all activities related thereto, including but not limited to, the development of communications systems and the sales and marketing of licensed and distribution rights related to the sale, delivery and installation of pay telephones within or without a defined geographic or market area and to undertake any and all activities compatible, or which function in conjunction, with the development and administration of such communication systems and the sales, distribution and installation of pay telephones or other communication devices. As part of the aforesaid purposes, to own, lease or otherwise acquire, operate or control telephone and communication devices or systems whether known to date, or hereafter invented and to carry on any other business of a similar or related nature or capable of being carried on conveniently in connection with the foregoing and to produce, buy or otherwise acquire, use, sale, lease, license to others for their use or otherwise to turn to account or dispose of and distribute all kinds of communication devices and any and all parts, apparatuses, peripheral equipment, supplies and implements incidental to or useful in connection with any of the foregoing.

Section 2. To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;

Section 3. To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;

Section 4. To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and investment securities and chooses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, chooses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon;

Section 5. Without limit as to amount, to borrow money for the purposes of the Corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the Corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;

Section 6. To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities, of any person, firm, association or corporation; to pay therefor in cash, the stock, bonds, notes, debentures or other obligations of the Corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

Section 7. To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association or individual to the extent the Shareholders deem advisable to promote the business, interests and purposes of the Corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed

by the Corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any acts or things designed to accomplish any such purpose;

Section 8. To employ its surplus earnings or accumulated profits from time to time as its Shareholders may determine to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Shareholders may from time to time determine, the stocks, bonds, debentures or other securities of the Corporation, to the extent permitted by law;

Section 9. To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation;

Section 10. To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the Corporation, including, but not limited to, arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the Corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions;

Section 11. To have one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the Corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and that the objects, powers and purposes specified in

each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

ARTICLE IV.

Section 1. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be Fifty Thousand (50,000) shares of Class A Voting Common Stock having a par value of One Cent (\$.01) per share, and Fifty Thousand (50,000) shares of Class B Non-Voting Common Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.

Section 2. The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3. The Class B Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

Section 4. The Shareholders, regardless of the class of stock held, shall have no preemptive rights with respect to the capital stock or securities of the Corporation of any class, and the Corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

ARTICLE V.

The principal office of this Corporation shall be 1451 Beach Avenue, Atlantic Beach, FL 32233.

ARTICLE VI.

The street address of the initial registered office of this Corporation in Florida shall be 7077 Bonneval Road, Suite 120, Jacksonville, Florida 32216, and its initial registered agent at that address shall be **Frank R. Keasler, Jr.** The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

ARTICLE VII.

The number of the Directors of this Corporation shall not be less than one nor more than seven as fixed from time to time by the provisions of the Bylaws.

ARTICLE VIII.

The names and street addresses of the member of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until successors are elected and qualified, is as follows:

 Name
Gary L. Winfield

 Street Address
1451 Beach Avenue
Atlantic Beach, FL 32233

ARTICLE IX.

The Corporation's Board of Directors is authorized specifically from time to time to enter into agreements not inconsistent with these Articles or the law with respect to the alienation, sale, pledge, purchase and redemption of shares of stock of the Corporation.

ARTICLE X.

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

Section 1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation, except as allowed or required otherwise by statute, by these Articles of Incorporation or amendment thereto, by the Bylaws as constituted from time to time, conferred expressly upon or reserved to specifically, the Shareholders of the Corporation.

Section 2. Subject always to such Bylaws as may be adopted from time to time by the Shareholders, the Board of Directors is authorized expressly to adopt, alter and amend the Bylaws of the Corporation, but any Bylaws adopted, altered or amended by the Directors may be altered, amended or repealed by the Shareholders.

Section 3. The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

Section 4. No Director or officer of this Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this Corporation be void or voidable or affected by reason of the fact that any such Director or officer, or any firm of which any such Director or officer is a member or an employee, or any corporation of which any such Director or officer is an officer, Director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this Corporation or to any Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

ARTICLE XI.

Any action of the Directors or of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed, respectively, by a minimum number of Directors, or the holders of outstanding stock having not less than the minimum number of votes, as is necessary to authorize or take such action at a meeting at which all Directors and Shareholders entitled to vote thereon, were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Directors and Shareholders entitled to vote thereon who did not give their written consent.

ARTICLE XII.

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE XIII.

The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the Corporation; and
- (d) Dissolution of the Corporation.

ARTICLE XIV.

A Shareholder shall not be liable for dividends declared illegally, distributions made illegally to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall there be any liability if in good faith in determining the amount available for dividends or distribution, the Shareholder considers the assets to be of ample value.

ARTICLE XV.

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Article or By-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVI.

The name and street address of the subscriber of these Articles of Incorporation is as follows:

 Name

Gary L. Winfield

 Street Address

1451 Beach Avenue
Atlantic Beach, FL 32233

ARTICLE XVII.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

ARTICLE XVIII.

The date that corporate existence shall begin shall be March 6, 1996. This election is pursuant to Florida Statute 607.0203.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator, has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Articles of Incorporation and does certify the facts herein stated are true, all on this 6 day of March, 1996.

Gary L. Winfield
Gary L. Winfield

STATE OF FLORIDA)

COUNTY OF DUVAL)

6th The foregoing Articles of Incorporation were acknowledged before me this day of March, 1996 by Gary L. Winfield known to me or who has produced identification.

Frank R. Keasler, Jr.
Notary Public, State of Florida

Notary's Name:

My commission expires:



FRANK R. KEASLER, JR.
My Commission CC606555
Expires Oct. 30, 1999

X Personally known.
Produced _____ as identification.

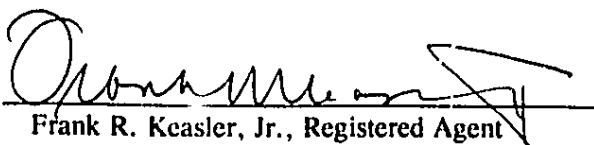
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

Prestige Pay Phones, Inc. desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Atlantic Beach, County of Duval, State of Florida, has named **Frank R. Keasler, Jr.**, located at 7077 Bonneval Road, Suite 120, Jacksonville, Duval County, Florida 32216, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By: 
Frank R. Keasler, Jr., Registered Agent

FILED
06 MAR -8 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA