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November 11, 1996

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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: American Public Telephone Company, South, Inc.

Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation for the above corporation and a check for \$70.00. Please return a stamped copy to my office.

Sincerely,

Russell Winer

Russell R. Winer
RRW:ss
encl (3)

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL
NOV 15 1996

cc 11/21/96

FILED
CLERK OF DISTRICT COURT
DISTRICT OF FLORIDA
SOUTH FLORIDA

ARTICLES OF INCORPORATION
OF
American Public Telephone Company, South, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be American Public Telephone Company, South, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in the business of installing and servicing telephones for use by the public and any lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **1000** shares of common stock having a par value of **\$1.00** per share.

ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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 V ISSUANCE OF STOCK

Shares of capital stock of this corporation shall be issued upon receipt of notification from the secretary of state that the articles have been filed.

ARTICLE VI ADDRESS

The street address of the initial registered office and principal street address of the corporation shall be 12706 N. 53rd St., Tampa, FL 33617 and the mailing address is P.O. Box 6837, Ocala FL 34478-6837, and the name of the initial Registered Agent for the corporation at that address is Sandra J. Bartlett as its Agent to accept service of process within this State.

ARTICLE VII SPECIAL PROVISIONS

The stock of this corporation is intended to be restricted pursuant to a shareholders agreement.

ARTICLE VIII TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IX LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall not limit any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE X SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of behavior contrary to that prohibited by the above referenced shareholders agreement, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE XI DIRECTORS

This corporation shall have a minimum of one director. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The initial Board of Directors shall consist of:

Randald K. Bartlett
Sandra J. Bartlett
Gregory K. Bartlett

ARTICLE XII INCORPORATOR

The name and address of the incorporators are:

Randald K. Bartlett	12706 N. 53rd St., Tampa, FL 33617
Sandra J. Bartlett	12706 N. 53rd St., Tampa, FL 33617

ARTICLE XIII INITIAL OFFICERS

The initial officers shall be:

President: Gregory K. Bartlett
Vice President: Randald K. Bartlett
Secretary: Sandra J. Bartlett

Their term of office shall be one year, but if a new election is not held, they may retain their office until such election is held.

ARTICLE XIV BY-LAWS

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

ARTICLE XV AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI EFFECTIVE DATE

The **effective date** of this corporation shall be the date these articles are filed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on November 11, 1996.

Incorporator:


Randald K. Bartlett

Incorporator:


Sandra J. Bartlett

Acceptance as Registered Agent:

I have been designated Registered Agent and agree as Registered Agent to accept service of process and the obligations contained in Florida Statutes Section 607.0505.

Registered Agent:

Sandra Bartlett
Sandra J. Bartlett