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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PUBLIC TELEPHONE COMPANY

AUDIT NUMBER.....H96000016670

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

3-2296

November 26, 1996

EMPIRE

SUBJECT: PUBLIC TELEPHONE COMPANY
REF: W96000024990

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

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GUTTER, JOSEPH, RUFFIN & SHEEHY, P.A.

ATTORNEYS AT LAW
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100 WEST GYPRESS CREEK ROAD
FORT LAUDERDALE, FLORIDA 33309

MARVIN C. GUTTER
RICHARD A. JOSEPH
THOMAS RUFFIN III
FRANCES D. SHEEHY

December 3, 1996

TELEPHONE (954) 828-4888
FAX (954) 338-0999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: Name Reservation - PUBLIC TELEPHONE COMPANY
No. R96000004085 Filed on 8/27/96

Dear Sir/Madam:

Please allow this letter to serve as our formal release of the above referenced name reservation to Empire Corporate Kit Co. for their use in filing the Articles of Incorporation bearing the name PUBLIC TELEPHONE COMPANY, which name was reserved on August 27, 1996 with your office.

Thank you for your cooperation in this matter.

Very truly yours,


RICHARD A. JOSEPH

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ARTICLES OF INCORPORATION

OF

PUBLIC TELEPHONE COMPANY

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be as follows:

PUBLIC TELEPHONE COMPANY
3700 N.E. 27th Avenue
Lighthouse Point, FL 33064

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common capital stock, divided into two classes, the designation and par values of each such class being, as follows:

A) 5,000 shares of Class A Common Capital Stock, having a par value of \$0.01 per share and an aggregate par value of \$50.00, and

B) 5,000 shares of Class B Common Non-Voting Capital Stock, having a par value of \$0.01 per share and an aggregate par value of \$50.00.

Prepared By:
RICHARD A. JOSEPHER, Esquire
Gutter, Josepher, Ruffin & Shochy, P.A.
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, FL 33309
FL Bar # 251852

(454) 938.4555

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All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V

The street address of the initial registered office of the corporation shall be 3700 N.E. 27th Avenue, Lighthouse Point, FL 33064 and the initial registered agent of the corporation at that address shall be MICHAEL H. BRAUSER.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

<u>Name</u>	<u>Address</u>
MICHAEL H. BRAUSER	3700 N.E. 27th Avenue Lighthouse Point, FL 33064

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
MICHAEL H. BRAUSER	3700 N.E. 27th Avenue Lighthouse Point, FL 33064

Executed at Fort Lauderdale, Florida on November 25, 1996.

BY: 
MICHAEL H. BRAUSER

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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this
25 day of November 1996, by MICHAEL H. BRAUSHN the
incorporator of PUBLIC TELEPHONE COMPANY, a Florida corporation.

Andrea H. Leri
Notary Public
Name of Notary: _____
Commission No.: _____

My Commission Expires:



ANDREA H. LERI
MY COMMISSION EXPIRES
January 6, 1998
BROWARD COUNTY, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of PUBLIC TELEPHONE COMPANY, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 25 day of November, 1996.

BY:


MICHAEL H. BRAUSER

TELEANT, INC

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