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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PUBLIC TELEPHONE COMPANY

AUDIT NUMBER..... H96000016670

DOC TYPE..... PLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE Sandra II, Mortham Secretary of State

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, JOSEPHER, RUFRIN & SHEERY, P.A.

ATTORNATE AT LAW
TRACE CENTRE SOUTH - SUITE SOO
TOO WEST CITHESS CHEER ROAD
FORT LAUDENDALK, FLORIDA 33309

MARVIN C. GUTTER MICHARD A. JOREPHER THOMAS RUPPIN III FRANCES D. SHKEHY

December 3, 1996

TELEPHONE (DEA) \$25-4666 FAX (DE4) _28-8758

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

Ro:

Name Reservation - PUBLIC TELEPHONE COMPANY

No. R95000004085 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 offices.

Thank you for your cooperation in this matter,

Very truly yours,

RICHARDA. JOSEPHER

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ARTICLES OF INCORPORATION

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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.

The name of the corporation and the principal place of ARTICLE I 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 perpatual.

The corporation may engage in any and all businessis 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 applicable of the common shall be applied to the common sh capital stock, divided into two classes, the designation and par values of each such class being, as follows:

- 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
- Capital Stock, having a par value of \$0.01 per share and an aggregate par value of \$50.00.

Prepared By: RICHARD A. JOSEPHIR, Esquire Guttor, Josepher, Ruffin & Shochy, P.A. 100 W. Cypress Creek Road - Suite 900 Ft. Lauderdale, FL 33309 FL Bar # 231852 (454) 438.4555

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

ARTICLE V The otreet address of the initial registered office of the corporation shall be 3700 N.E. 27th Avenue, Lighthouse Foint, FL 33064 and the initial registered agent of the corporation at that address shall be NICHAEL H. BRAUSER.

ARTICLE VI The number of directors constituting the initial bound 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 sharsholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

Name

Address

MICHAEL H. BRAUSER

3700 N.E. 27th Avenue Lighthouse Point, FL 330 34

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:

Name

RESTANA

MICHAEL H. BRAUSER

3700 N.E. 27th Avenue: Lighthouse Point, FL 33(64

Executed at Fort Lauderdale, Florida on Morphie 25

1996.

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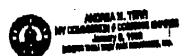
STATE OF FLORIDA

55:

COUNTY OF BROWARD

Andre W. Tollic

My Commission Expires:



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 impossed by Florida Statutes Section 607.325.

Dated this 25 day of Macriber, 1996.

MICHAEL HE BRAUSER

TELEART. INC

DIVISION FOR STATE OF STATE OF