

TRANSMITTAL LETTER  
**P97000038706**

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

SUBJECT: PAYPHONE ADVERTISING MEDIA, INC.  
(Proposed corporate name - must include suffix)

100002157671--4  
-04/29/97--01021--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Lawrence P. O'Reilly  
Name (printed or typed)

P.O. Box 07478  
Address

Ft. Myers, FL 33919  
City, State & Zip

941-481-9700  
Daytime Telephone number

FILED  
97 APR 28 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

APR 30 1997  
*[Signature]*

## ARTICLES OF INCORPORATION

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be:

PAYPHONE ADVERTISING MEDIA, INC.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13161 MC GREGOR BLVD., SUITE D  
FT. MYERS, FL 33919

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000,000.00

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Lawrence P. O'Reilly  
Payphone Advertising Media, Inc.  
13161 McGregor Blvd., Ste. D  
Ft. Myers, FL 33919

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLE V INCORPORATOR(S)**

**See instructions for officers/directors**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

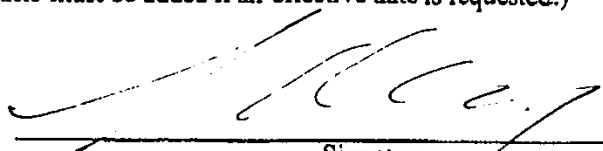
Lawrence P. O'Reilly  
President

Payphone Advertising Media, Inc.  
13161 McGregor Blvd., Ste. D.  
Ft. Myers, FL 33919

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

22 day of April, 19 97.

(An additional article must be added if an effective date is requested.)

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**Notarization is not required**

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: PAYPHONE ADVERTISING MEDIA, INC.

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

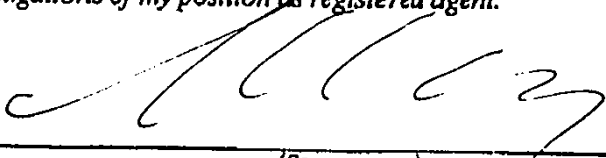
Lawrence P. O'Reilly  
(NAME)

13161 MCGREGOR BLVD., SUITE D  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

FT. MYERS FL 33919  
(CITY/STATE/ZIP)

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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)

Apr. 22, 1997  
(DATE)