

P97000039623

PRICE ADVANTAGE, INC
7660 N.W. 73RD. TERRACE, TAMARAC, FL., 33321
PH. (954) 724-3035

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 AM 10:21

April 12, 1997

Secretary of State
Corporation Division
State of Florida
Tallahassee, Florida 32304

700002146277--8
-04/17/97--01061--008
****122.50 ****122.50

Re: Articles of Incorporation of South East Communications

Gentlemen:

This is to advise you to sent all information for the incorporation of SOUTH EAST COMMUNICATIONS, INC. to the following address;

Price Advantage, Inc.
7662 N.W. 73RD. Terrace
Tamarac, Fl., 33321

Enclosed please find copy of the Articles of incorporation of SOUTH EAST COMMUNICATIONS, INC. and a check in the amount of \$122.50 for the processing of this corporation. The check represents payment of the following fees:

Filing fees	\$35.00
Registered agent	35.00
Certified copy	52.50

Total	<u>\$122.50</u>

Thank you,

Price Advantage, Inc.

Nadin Ruiz
President

789,512,671
297-9095

RECEIVED MAY -5 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1997

NADIN RUIZ
PRICE ADVANTAGE, INC.
7662 N.W. 73RD TERRACE
TAMARAC, FL 33321

SUBJECT: SOUTH EAST COMMUNICATIONS, INC.
Ref. Number: W97000009095

We have received your document for SOUTH EAST COMMUNICATIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 297A00019915

ARTICLES OF INCORPORATION
OF

ALL FLORIDA PAY PHONE SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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:

A ALL FLORIDA PAY PHONE SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

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

870 N.W. 86TH. AVENUE SUITE 703
PLANTATION, FL., 33324

ARTICLE III CAPITAL STOCK

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

100 Shares at \$1.00 par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

FRANCESCA TIEPPO SCALA
870 N.W. 86TH. AVENUE SUITE 703
PLANTATION, FL., 33324

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

FRANCESCA TIEPPO SCALA
870 N.W. 86TH. AVENUE SUITE 703
PLANTATION, FL., 33324

ARTICLE VI DIRECTORS

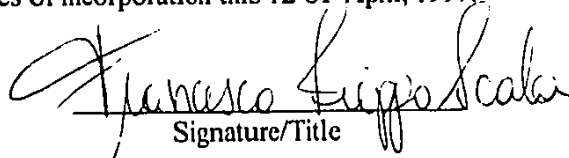
FRANCESCA TIEPPO SCALA President

ARTICLE VII NATURE OF BUSINESS

The general nature of the business and the objects and purposed to be transacted and carried on are to do any and all the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. to engage in any legal business.
- b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.
- c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

The undersigned has executed these Articles of Incorporation this 12 OF April, 1997.


Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
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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:

ALL FLORIDA PAY PHONE SERVICES, INC.

2. The name and registered agent and office is:

FRANCESCA TIEPPO SCALA
870 N.W. 86TH. AVENUE SUITE 703
PLANTATION, FL., 33324

Signature

Title

Date

Signature

Date

HAVING 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.