

PM000048786

LOUIS R. BELLER

900 EUCLID AVENUE, UNIT 14
MIAMI BEACH, FLORIDA 33139
Phone (305) 531-0660

MAY 30, 1997

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

700002197197--6

-06/02/97--01029-002
****122.50 ****122.50

Re: LIBERTY BELL CORP.
ATT;NEW FILING DIV.

Gentleman:

Enclosed please find my office check (or money order) in the sum of \$122.50 for payment of the filing fee, registered agent's fee AND for A CERTIFIED COPY of the above new corporation.

Please mail me the enclosed copy of The corporation after you have certified same, showing when it was filed for record.

If you have any question regarding the above, please call me at (305) 531-0660.

Thank you for your cooperation.

Yours very truly,

LOUIS R. BELLER

C:cov-cor2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -2 PM 12:45

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ARTICLES OF INCORPORATION OF
LIBERTY BELL CORP.

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DIVISION OF CORPORATIONS
97 JUN -2 PM 12:45

ARTICLE I - NAME

The name of this Corporation is: LIBERTY BELL CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business, especially performing all advertising and marketing services necessary for selling pay phones.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$.001) par value, per share.

ARTICLE V -

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is 1678 MIAMI GARDENS DRIVE, SKYLAKE MALL, Miami, Fl 33179 and the name of the initial registered agent of this corporation at that address is ALAN BRODY.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2), Directors constituting the initial Board of Directors. The number of Directors may be

either increased or decreased from time to time by the By Laws.
The names and addresses of the initial Board of Directors of
this corporation is/are:

NAME	ADDRESS
ALAN BRODY, President and Director	1678 MIAMI GARDENS DRIVE, SKYLAKE MALL, Miami, Fl 33179
RICHARD SEPTEMBRE Treas. and Director	1678 MIAMI GARDENS DRIVE, SKYLAKE MALL, Miami, Fl 33179

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles
is:

NAME	ADDRESS
ALAN BRODY, MALL,	1678 MIAMI GARDENS DRIVE, SKYLAKE Miami, Fl 33179
RICHARD SEPTEMBRE	1678 MIAMI GARDENS DRIVE, SKYLAKE MALL, Miami, Fl 33179

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or
any former officer or director, to the full extent permitted by
law.

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have
executed these Articles of Incorporation this 30th, day of
May, 1997.



ALAN BRODY, Subscriber



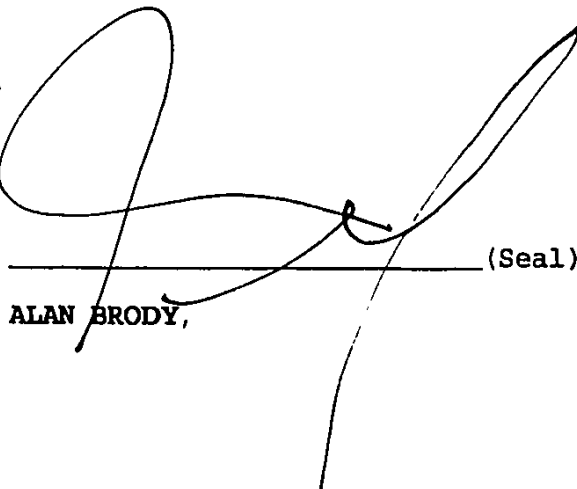
RICHARD SEPTEMBRE Subscriber

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -2 PM 12:45

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
IN
ARTICLES OF INCORPORATION OF LIBERTY BELL CORP.

ALAN BRODY, having a Business Office at 1678 N.E. MIAMI GARDENS DRIVE, MIAMI FLORIDA, 33179, having been designated as Registered Agent in the ARTICLES OF INCORPORATION OF LIBERTY BELL CORP., is familiar with and accepts the position of Registered Agent as designated ARTICLES OF INCORPORATION OF LIBERTY BELL CORP., under Section 607.0505 of the FLORIDA STATUTES.

DATED THIS 30th DAY OF MAY 1997.



ALAN BRODY, (Seal)

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