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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

4	(Corporation Name) Pick up time	(Docum	Certified Copy
3	(Corporation Name)	(Docum	ent#)
2	(Corporation Name)	(Docum	ent #)
1	(Corporation Name)	(Docum	ent #)

NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/ Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

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OTHER FILINGS
Annual Report
Fictitious Name
 Name Reservation

類	RÉGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials eq 7-8.97

ARTICLES OF INCORPORATION OF SUPERIOR PAYPHONES, INC

The undersigned hereby associates themselves for the purpose of organizing this corporation under the laws of the State of Florida ARTICLE I- The name of this corporation is SUPERIOR PAYPHONES, INC

- ARTICLE II- The purpose of this corporation is to engage in any lawful business permitted under the laws of Florida.
- ARTICLE III The duration of this corporation is to be perpetual.
- ARTICLE IV- The initial Board of Directors shall consist of no members, until the first meeting.
- ARTICLE V- The corporation shall be authorized to have issued and outstanding at any time no more than 1,000 shares of stock with a nominal or par value of \$1.00 per share.
- ARTICLE VI- The initial capital of the corporation shall be no less than \$500.00
- ARTICLE VII- The initial Incorporator and Subscriber to these
 Articles of Incorporation shall be:
 T. Rosenberg 79 N Hibiscus Dr., Miami Beach, Fla. 33139
 500 Shares, \$1.00 par value

T. Rosenberg

ARTICLE VIII- The initial Registered Agent and Registered Office and business address of the corporation shall be 79 N Hibiscus Drive, Miami Beach, Fla. 33139

Accepted By: T. Rosenberg

State of Florida: County of Dade : s

On this day, personally appeared before me, the undersigned authority, a Notary Public duly authorized to administer oaths and take acknowledgments, T. Rosenberg, who, after first being duly cautioned and sworn did say that he executed these Articles of Incorporation for the purposes set forth therein.

Notary Public

Prepared By: Terrence E. Rosenberg, Esq 79 N. Hibiscus Dr., Mi Bch, Fla 33139 FB#134560