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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904) 385-6735
(904) 385-6761

FAX #:

NAME: BEACHSIDE PAY PHONES, INC. AUDIT NUMBER.....H97000014634 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BEACHSIDE PAY PHONES, INC.**

The undersigned, acting as incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: Beachside Pay Phones, Inc.

ARTICLE II - PRINCIPAL PLACE AND MAILING ADDRESS

The principal place of business shall be 1886 Seminole Rd., Atlantic Beach, FL 32233 and the mailing address shall be 1886 Seminole Rd., Atlantic Beach, FL 32233.

ARTICLE III - SHARES

All stock issued by the Corporation shall be common voting stock of a single class. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is one thousand (1,000) shares having a par value of one cent (\$.01) per share.

ARTICLE IV - BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of two members whose names and addresses are as follows:

NAME	ADDRESS
Billie Kay Hartley	1886 Seminole Rd. Atlantic Beach, FL 32233
Charles Cain	1886 Seminole Rd. Atlantic Beach, FL 32233

Prepared by: Carolyn Herman, Esq., 1831 N. Third Street, Jacksonville Beach, FL 32250
Florida Bar No. 976563, tel. no. 904/247/9420

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ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of the corporation shall be:
Billie Kay Hartley, 1886 Seminole Rd., Atlantic Beach, FL 32233.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:
Billie Kay Hartley, 1886 Seminole Rd., Atlantic Beach, FL 32233.

The undersigned incorporator has executed these Articles of Incorporation this 3 day of
September, 1997.

Signature:

Print:

Billie Kay Hartley
Billie Kay Hartley
Incorporator

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

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is: Beachside Pay Phones, Inc.
2. The name and address of the registered agent and office are: Billie Kay Hartley, 1886 Seminole Rd., Atlantic Beach, FL 32233.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE 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: Billie Kay Hartley

Print: Billie Kay Hartley

Date: 9/3/97

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