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TO: DIVISION OF CORPORATIONS

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NAME: ~~SUNTEL, INC.~~ **SUNCOAST PAUPHODES, LLC.**

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ARTICLES OF INCORPORATION
OF
SUNCOAST PAYPHONES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I

The corporate name for the corporation (hereinafter the "Corporation") is Suncoast Payphones, Inc.

ARTICLE II

The principal office and mailing address of the Corporation is 117 SE Third Ave., Miami, FL 33131.

ARTICLE III

The total number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share.

ARTICLE IV

The name and mailing address of initial registered agent of the Corporation is GK-RA Corp., 1428 Brickell Ave., 6th Floor, Miami, Florida 33131.

ARTICLE V

The name and address of the incorporator are:

Name
Robert S. Geiger

Address
1428 Brickell Ave., 6th Floor, Miami, FL 33131

ARTICLE VI

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VII

The duration of the Corporation shall be perpetual.

Robert S. Geiger, Esq.
Geiger, Kasdin, Heller, Kuperstein,
Chames & Weil, P.C.
1428 Brickell Ave., 6th Floor
Miami, FL 33131
Phone: 305-372-5000
Fax: 305-372-0052

FA#: H98-600

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ARTICLE VIII

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify all persons whom it shall have power to indemnify under said provisions from and against any and all expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE IX

Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves of the board of directors and in conformity with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of January, 1998.



Robert S. Geiger, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

GK-RA CORP.



Robert S. Geiger, President

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TALLAHASSEE, FLORIDA

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