

P98000019905

EFFECTIVE DATE  
2/26/98

Joyce Davis  
4558 S.W. 35TH Street  
Suite 200  
Orlando, Fl. 32811

State of Florida  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Fl. 32314

600002444526--8  
-03/02/98-01152-005  
\*\*\*122.50 \*\*\*122.50

Gentleman:

Enclosed you will find a charter for Orlando PayPhones, Inc. With our check for \$122.50 for filling fees and a certified copy. Please mail me an official verification of filling and certified copy to the above address.

Sincerely,

*Joyce Davis*  
Joyce Davis

FILED  
98 MAR -2 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/3/98-4M

ARTICLES OF INCORPORATION  
OF  
ORLANDO PAYPHONES, INC.

The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of the Florida Business Corporation Act Chapter 607 Florida Statutes.

ARTICLE I

The name of the corporation shall be: ORLANDO PAYPHONES, INC.

ARTICLE II

(1) The general nature of the business of this corporation is to install, manage, and service payphones.

(2) The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

(1) The principal place of business shall be 4558 S.W. 35TH ST., Suite 200, Orlando, Florida 32811.

(2) The mailing address of this corporation shall be S.W. 35TH Street, Suite 200, Orlando, Florida 32811.

ARTICLE IV

The capital stock of the corporation will consist of 100 shares of common stock, par value of \$1.00 per share.

ARTICLE V

The corporation will begin business with capital of not less than One hundred dollars (\$100).

ARTICLE VI

Corporate existence shall begin at the time of subscription and acknowledgment. The corporation is to have perpetual existence unless dissolved by law.

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TALLAHASSEE, FLORIDA

#### ARTICLE VII

The street address of the initial registered office and the initial registered agent are: Joyce Davis, 4558 S.W. 35TH Street, Suite 200, Orlando, Florida 32811.

#### ARTICLE VIII

The number of directors will be not less than one, the number to actually serve from time to time to be determined by directors elected by the stockholders.

#### ARTICLE IX

The name and street address of the director who will hold office as provided by law is as follow:

Joyce Davis	4558 S.W. Street Suite 200 Orlando, Fl. 32811
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#### ARTICLE X

The name and street address of the person signing these Articles of Incorporation as incorporator is Joyce Davis, 4558 S.W. 35TH Street, Suite 200, Orlando, Fl. 32811.

#### ARTICLE XI

The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation:

(a) The shareholders of this corporation shall have a preemptive right to acquire unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.

(b) This corporation reserves the right to amend, alter, change or repeal any provision by contained in these Articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein granted are subject to this reservation.

IN WITNESS WHEREOF, the undersigned natural person, competent to contract, has subscribed these Articles of Incorporation, this 26 of February 1998.

Joyce Davis  
Joyce Davis

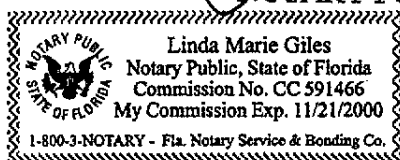
STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Joyce Davis to me known to be the person described in and who executed the foregoing Articles of Incorporation of Orlando PayPhones, Inc., and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal of the County and State named above this 26 Day of February 1998.

Linda Marie Giles  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

#### ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the statutes relative to keeping open said office.

Joyce Davis  
Joyce Davis

FILED  
98 MAR -2. AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA