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FLORIDA DIVISION OF CORPORATIONS
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#### (((H98000005010 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

FAX #: (305)716-0346

PHONE: (305)599-0839

NAME: USA PAY PHONE SYSTEMS, INC.

AUDIT NUMBER..... H98000005010

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

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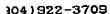
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98 MAR 13 AM 7; 20
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 13, 1998

FAS-T CORP AGENTS

SUBJECT: USA PAY PHONE SYSTEMS, INC.

REF: W98000005698

98 MAR 13 AM 7: 20 SLUNETARY OF STATE TALL AHASSEE, FLORIDA

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Becky McKnight Document Specialist FAX Aud. #: H98000005010 Letter Number: 598A00013861

# ARTICLE OF INCORPORATION OF USA PAY PHONE SYSTEMS, INC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

## ARTICLE ONE

THE NAME OF THE CORPORATION. USA PAY PHONE SYSTEMS, INC.

## ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL

## ARTICLE THREE

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS CONNECTED WITH Pay Phone Service

## ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS 1000 SHARES. SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$ 1.00 Prepared by Brito & Brito Accounting, Inc. 407 Lincoln Road suite 5B Miami Beach, Florida 33139 (305) 534-9292

<sup>2.</sup> TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH CORPORATION ACT.
MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT.
AND ENGAGE IN ANY OTHER TRADE OR BUSINESS WHICH CAN, BE
ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH OR AUXILIARY TO THE
FOREGOING BUSINESS.

<sup>3.</sup> TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

#### ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS: 407 Lincoln Road suite 5-B Miami Beach, Ft. 33339 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS:
George L. Brito.
ARTICLE SIX
THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS Two(2) THE NAME AND ADDRESS OF EACH PERSON

WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

PRESIDENT Lois G. Brito SECRETARY TREASURER VICE-PRE. Tom Bello

#### ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS: Luis G. Brito ARE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA THIS\_

11\_\_\_DAY OF \_March. 1998

INCORPORATOR

Luis G. Brito

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Luis G. Brito KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF

INCORPORATION. IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND SEAL IN THE
NOTARY PUBLIC 2
STATE OF FLORIDA  COMMISSION EXPIRES
ACCEPTANCE BY REGISTERED AGENT
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.  REGISTERED AGENT George L., ERITO
STATE OF FLORIDA COUNTY OF DADE
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
George L. BRITO, KNOW TO BE AND KNOW BY ME TO EXECUTED THE FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE
ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON

NOTARY PUBLIC STATE OF FLORIDA COMMISSION EXPIRES