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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.
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NAME: USA PAY PHONE SYSTEMS, INC.

AUDIT NUMBER.....H98000005010

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

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MAR 16 1998



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

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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**

**2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH CORPORATIONS
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.**

**3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY
OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.**

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS : 407 Lincoln Road suite 5-B Miami Beach, Fl. 33139
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 Luis 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
COUNTY ABOVE, ON 11 DAY OF March 1998.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

NOTARY PUBLIC
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 STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY
DUTIES.


REGISTERED AGENT
George L. BRITO

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
11 DAY OF March 1998.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES