Mark S. Levine
LEVINE & STIVERS
ATTORNEYS AT LAW
245 E. VIRGINIA STREET
TALLAHASSEE, FLORIDA 32301





			****122.30
CORPORATION NAM	E(S) & DOCUMENT NUMB	ER(S) (if known):	
1-0 1	Doughouses Inc.		00024643924 -03/23/9801001014
1. A 1 5 /	Payphones, Inc.	(Document #)	*****122.5U *****122.5U
2.			
(Corporation	n Name)	(Document #)	~ :
3		(Document #)	
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NEW FILINGS	AMENDMENTS	SON SERVICE STATE OF THE SERVI	
Profit	Amendment		
NonProfit	Resignation of R.A., Officer/	-1 1	
Limited Liability	Change of Registered Agent		
Domestication	Dissolution/Withdrawal	\	
Other	Merger		
OTHER FILINGS	REGISTRATION/ QUALIFICATION	1 1	98 MAR 20
Annual Report	Foreign		
Fictitious Name	Limited Partnership	1 Inh	FLOR
Name Reservation	Reinstatement	グリカ	FD PM 4: 47 OF STATE E. FLORIDA
	Trademark		Examiner's Initials
CR2E031(10/92)	Other		

ARTICLES OF INCORPORATION

<u>OF</u>

ATS PAYPHONES, INC.

98 MAR 20 PM 4: 47
SECRETARY OF STATE

ARTICLE ONE - NAME

The name of this corporation is ATS PAYPHONES, INC.

ARTICLE TWO - DURATION

This corporation shall exist perpetually.

ARTICLE THREE - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock valued at one dollar (\$1.00) per share.

ARTICLE FOUR - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FIVE - ADDRESS OF CORPORATION

The address of the principal office, and the mailing address of the corporation is Post Office Box 7075, Lakeland, Florida 33807-7075.

ARTICLE SIX - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 245 East Virginia Street, Tallahassee, Florida 32301, and the name of the initial registered agent at that address is Mark S. Levine.

ARTICLE SEVEN - MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE EIGHT - SUBSCRIBER

The name and address of the person signing these articles is:

Mark S. Levine 245 East Virginia Street Tallahassee, Florida 32301

ARTICLE NINE - AMENDMENTS

This corporation reserves the right to amend or appeal any provisions contained herein.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 19th day of March, 1998.

MARK S. LEVINE Subscriber

STATE OF FLORIDA)

COUNTY OF LEON)

I HEREBY CERTIFY that before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Mark S. Levine, to me known to be the person described in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this $l^{q\pm h}$ day of March, 1998.

(SEAL)



Jan M. Marts
MY COMMISSION # CC650613 EXPIRES
September 26, 2001
BONDEO THRU TROY FAIN INSURANCE, INC.

NOTARYÆUBLIC

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT:

MARKS TEVINE

98 MAR 20 PM 4: 47
SECRETARY OF STATE