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CT CORPORATION SYSTEM

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660 EAST JEFFERSON STRE	et				
Requestor's Name TALLAHASSEE, FL 32301		300002470663 -03/27/9801055016			
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MAR 2 7 1998

SECRETARY PM 1: 25

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

ADVANTAGE PAYPHONES INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: ADVANTAGTE PAYPHONES, INC.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, AND THE MAILING ADDRESS OF THE CORPORATION IS:

823 LAUREL DRIVE LAKE PARK, FL 33403

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: SEVEN THOUSAND FIVE HUNDRED (7,500) COMMON SHARES WITH A PAR VALUE OF ONE DOLLAR (\$1.00) EACH.

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS823 LAUREL DRIVE CITY OF LAKE PARK, FLORIDA 33403, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS RICK MEISTER.

FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1) AND THE NAME AND ADDRESS OF THE PERSON WHO IS TO SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL HER SUCCESSOR IS ELECTED AND SHALL QUALIFY IS:

RICK MEISTER

823 LAUREL DRIVE LAKE PARK, FL 33403

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

CONNIE BRYAN

660 EAST JEFFERSON STREET TALLAHASSEE, FLORIDA 32301

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 18TH DAY OF MARCH, 1998.

CONNIE BRYAN

(FL -1959 - 12/29/92)

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: RICK MEISTER FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED MARCH 18, 1998

RICK MEISTER

98 MAR 27 PM 1: 25
SECRETARY OF STATE