

LAW OFFICES

DAVID A. CHENKIN, ESQ., P.A.

P98000057412

October 30, 1998

Florida Department of State
Division of Corporations
409 Gaines St.
Tallahassee, Florida 32399
Attn: Filing Section

100002680121--6
-11/04/98--01048--008
*****35.00 *****35.00

RE: United Payphones of America, Inc. (the "Company")
Num: P98000057412

Dear Sir/Madam:

Enclosed herein for filing you will find Articles of Amendment of United Payphones of America and a check for \$35.00 in payment of the filing fee for same. Also, enclosed you will find a copy of the original Articles of Amendment which we would request be date stamped and returned to us in the enclosed self-addressed stamped envelope.

Finally, please provide us with an acknowledgement of the filing.

Should you have any questions, please contact us.

Very truly yours,


David A. Chenkin, Esq.

Amend

DAC/apb

VS DEC 11 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 9, 1998

DAVID A. CHENKIN, ESQ.
8551 W. SUNRISE BLVD., STE. 208
PLANTATION, FL 33322

SUBJECT: UNITED PAYPHONES OF AMERICA, INC.
Ref. Number: P98000057412

RECEIVED
98 DEC 10 11 08:52
DIVISION OF CORPORATIONS

We have received your document for UNITED PAYPHONES OF AMERICA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

^{This}
(1) ~~If an~~ amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 498A00054297

LAW OFFICES
DAVID A. CHENKIN, ESQ., P.A.

December 8, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

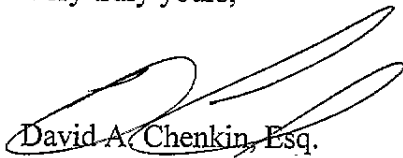
RE: United Payphones of America, Inc.
Articles of Amendment

Dear Sir or Madam:

Enclosed herein please file the corrected Articles of Amendment to Articles of Incorporation of United Payphones of America, Inc. and your prior transmittal letter. Please file same and return a date stamped copy in the enclosed self addressed stamp envelope.

Should you have any questions, please contact us.

Very truly yours,



David A. Chenkin, Esq.

FILED
98 DEC 10 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
UNITED PAYPHONES OF AMERICA, INC.**

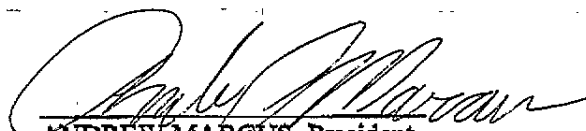
Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation, specifically, Article Second which is amended as follows:

SECOND: The address of the Corporation shall be changed to 7041 West Commercial Boulevard, Suite 6A, Tamarac, Florida 33319.

The date of adoption of this amendment is the 22nd day of October, 1998.

This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 22nd day of October, 1998.


ANDREW MARCUS, President

This Amendment to the Articles of Incorporation of United Payphones of America, Inc. was approved by the Shareholders and the number of votes cast for the Amendment was sufficient for approval.