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BERLUTI & McLAUGHLIN LLC
C O U N S E L O R S A T L A W

44 SCHOOL STREET ◆ BOSTON ◆ MASSACHUSETTS 02108

TELEPHONE (617) 557-3030 ◆ FACSIMILE (617) 557-2939

ROBERT R. BERLUTI
JOHN T. McLAUGHLIN
JULIE E. BRUCE
FRANK T. RAVINAL
J. CHANNING BENNETT
KIMBERLY K. STOLL

July 14, 1998

Department of State
Division of Corporations
P.O. Box 63227
Tallahassee, FL 32314

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-07/17/98--D1028--014
*****78.75 *****78.75

SUBJECT: American Public Payphones, Inc.

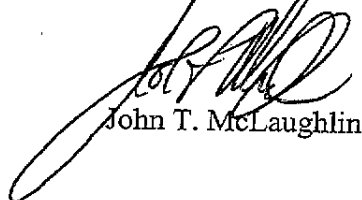
Dear Sir/Madam;

Enclosed is an original and one (1) copy of the Articles of Incorporation and a \$78.75 check for the Filing Fee and Certificate of Status.

FROM: John T. McLaughlin, Esq.
Berluti & McLaughlin, LLC
44 School Street, 9th Floor
Boston, MA 02108
617-557-3030

I can be reached at the above number if you have any questions. Thank you for your assistance.

Very truly yours,


John T. McLaughlin

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FILED
98 JUL 17 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
7-21-98

ARTICLES OF INCORPORATION

This undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
American Public Payphones, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1201 U.S. Highway One, Suite 200
North Palm Beach, Florida 33408

ARTICLE III SHARES

The number of share of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Arthur G. Smith, Jr.
1201 U.S. Highway One, Suite 200
North Palm Beach, FL 33408

ARTICLE V INCORPORATOR

The name and address of the incorporator to these articles of Incorporation are:

Arthur G. Smith, Jr.
1201 U.S. Highway One
Suite 200
North Palm Beach, FL 33408

Arthur Smith
Signature/Incorporator

7/15/98
Date

Having been named as a registered agent and to accept service of process of the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Arthur Smith
Signature/Registered Agent

7/15/98
Date

FILED
98 JUL 17 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA