P9800063786 BERLUTI & MCLAUGHLIN LLC

C O U N S E L L O R S A T L A W

44 SCHOOL STREET BOSTON MASSACHUSETTS 02108

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

August 20, 1998

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 900002625369--1 -08/26/98--01047--006 *****43.75 *****43.75

SUBJECT:

American Public Payphones, Inc. Document No.: P98000063786

Dear Sir/Madam;

Enclosed are Articles of Amendment requesting that the corporate name of American Public Payphones, Inc. be changed to American Public Payphone Corporation. Also enclosed is a check for \$43.75 in satisfaction of the filing fee and the fee for a certificate of status.

If you have any questions, I can be reached at the following address and phone number:

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

Thank you for your assistance.

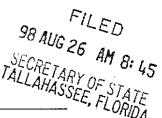
Very truly yours,

John T. McLaughlin

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VS SEP 0 1 1995.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



American Public Payphones, Inc.	-AMASSEE, FLORI
(present name)	

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

The name of the corporation is changed to American Public Payphone Corporation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The	e date of each amendment's adoption: August 24, 1998	
FOURTH	I : A	Adoption of Amendment(s) (CHECK ONE)	
]	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
C	3	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
		"The number of votes cast for the amendment(s) was/were sufficient for approval by	
		voting group	
	ב	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
22	·- [2	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
Signed this 2 day of August, 19 98. Signature			
(By the Chairman of Nice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)			
		OR .	
(By a director if adopted by the directors)			
OR			
		(By an incorporator if adopted by the incorporators)	
		Arthur G. Smith	
	Typed or printed name		
President/INCorporator			
Title			