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SCHELLING & COTTER, P.A.
Attorneys at Law

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September 21, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Next Generation Payphone Services, Inc.

Gentlemen:

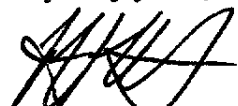
Enclosed please find the following items relating to the above-referenced corporation:

1. Original and one copy of the Articles of Incorporation;
2. Check made payable to the Florida Secretary of State in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) for the following:

A.	Filing Fee	\$ 35.00
B.	Certified copy of Articles	52.50
C.	Designation of Registered Agent	<u>35.00</u>
	Total	\$ 122.50

Kindly forward the certified copy of the Articles to the undersigned at your earliest convenience. Thank you for your kind cooperation and assistance.

Very truly yours,


Jeffrey S. Schelling

FILED
98 SEP 28 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

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ARTICLES OF INCORPORATION
OF

NEXT GENERATION PAYPHONE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be:

NEXT GENERATION PAYPHONE SERVICES, INC.

The principal place of business of this corporation shall be:

7767 Jewel Lane #102

Naples, Florida 34109

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, territory or nation.

ARTICLE III. TERM OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock.

ARTICLE V. REGISTERED AGENT

The initial registered office of the corporation shall be:

Jeffrey S. Schelling

As Registered Agent for, Next Generation Payphone Services, Inc.

999 9th Street South, Suite 103

Naples, Florida 34102

and the name of the initial registered agent shall be:

Jeffrey S. Schelling
As Registered Agent for Next Generation Payphone Services, Inc.
999 9th Street South, Suite 103
Naples, Florida 34102

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have three director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The names and street addresses of the initial directors, who shall hold office for the first year of existence of this corporation, or until a successor is elected or appointed and has qualified, whichever occurs first, are set forth below:

Shirley Watral-Spear
7767 Jewel Lane #102
Naples, Florida 34102

Michael Spear
7767 Jewel Lane #102
Naples, Florida 34109

Terry Lee Spear
1511 Cranville Square
Fort Myers, Florida 33919

ARTICLE VII. ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Michael Spear
1511 Cranville Square
Fort Myers, Florida 33919

ARTICLE IX. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting

forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the shares entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain Amendment of the Articles of Incorporation be made.

ARTICLE XI. EFFECTIVE DATE

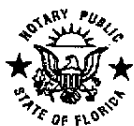
The effective date of these Articles of Incorporation shall be the date of filing.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 10th day of September, 1998.

Michael Spear
Michael Spear
As Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10th day of September, 1998, by Michael Spear, who is personally known to me [] or who has produced satisfactory evidence of identification.



JEFF SCHELLING
My Commission CC561816
Expires Jun. 17, 2000

[Signature]
Notary Public

Typed Name of Notary Public
My commission expires:

Type of Identification

ACCEPTANCE OF REGISTERED AGENT


HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 OF THE FLORIDA STATUTES.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Schelling & Cotter, P.A.
Attorneys at Law
Jeffrey S. Schelling, Esq.
As Registered Agent for
Next Generation Payphone Services, Inc.
999 9th Street South
Suite 103
Naples, Florida 34102


By Jeffrey S. Schelling
FL Bar No. : 899630