

P99000075260

July 30, 1999

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

FILED
99 AUG 18 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Advance Payphones U.S.A., Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Advance Payphones U.S.A., Inc. and a check for \$78.75 payable to Division of Corporations. Once processed, please forward to Jose B. Socarras at the following address:

Jose B. Socarras
530 S.W. 29th Road
Miami, Florida 33129

Sincerely,

100002963111--5

-08/18/99-01053--001

*****78.75 *****78.75

Jose B. Socarras
Officer

8/24/99
MFM

ARTICLES OF INCORPORATION
OF
ADVANCE PAYPHONES U.S.A., INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

ADVANCE PAYPHONES U.S.A., INC.

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ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts or guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payments of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only on (1) class of stock of this corporation

ARTICLE V

The street address of the initial principal office and the name of the initial Resident Agent of this corporation shall be:

Jose B. Socarras
530 S.W. 29th Road
Miami, Florida 33129

ARTICLE VI

The initial Board of Directors shall consist of a total of (2) two persons, and the name and address of the persons who are to serve as initial directors are:

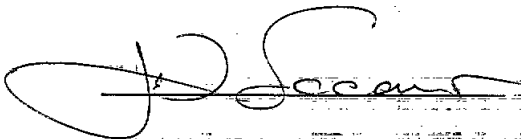
Jose B. Socarras
530 S.W. 29th Road
Miami, Florida 33129

Jesus Sole
18760 S.W. 316 Street
Homestead, Florida 33030

The name and address of the incorporator executing these Articles of Incorporation is:

Jose B. Socarras
530 S.W. 29th Road
Miami, Florida 33129

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 30th day of December, 1996.



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607,325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ADVANCE PAYPHONES U.S.A., INC.
2. The name and address of the registered agent and office is:
Jose B. Socarras
530 S.W. 29th Road
Miami, Florida 33129

Signature: [Signature]
(Corporate Officer)

Title: Officer

Date: 8/12/99

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, FLORIDA STATUTES.


Signature: [Signature]

Date: 8/12/99

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared JOSE B. SO-
CARRAS known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he/she/they acknowledge before me that he/she/they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 20 day of July, 19 99.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires: _____

MARIO FERNANDEZ
Notary Public, State of Florida
My Commission No. CC 527968
My Commission Expires Feb. 15, 2000

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TALLAHASSEE, FLORIDA