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204 S. MARION STREET
P. O. BOX 2137
LAKE CITY, FL 32056-2137

August 17, 1999

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314-6327

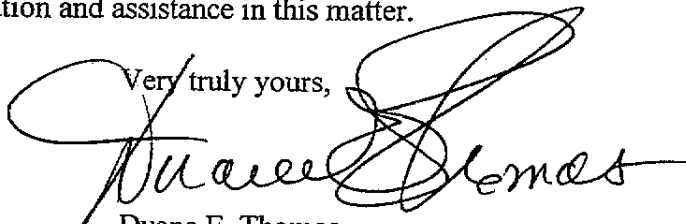
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RE: RENT-A-PHONE, INC.

Gentlemen;

Enclosed herewith please find an original and copy of the Articles of Incorporation for RENT-A-PHONE, INC. to be filed with your office, together with the required filing fee. Also enclosed is a self-addressed, stamped envelope for your convenience in returning the certified copy of the Articles to the undersigned after filing.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

Duane E. Thomas

Enclosures: Original & copy of Articles of
Incorporation
Check - ~~\$122.50~~ \$ 78.75
SAS Return Envelope

FILED
99 AUG 23 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe AUG 26 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RENT-A-PHONE, INC.**

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, all residents of the State of Florida and being of full age have this day formed the corporation hereinafter described and hereby certifies:

ARTICLE I - NAME

The name of this Corporation is **RENT-A-PHONE, INC..**

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 2800 West Highway 90, Suite 2, Lake City, Florida 32055, and the mailing address of the Corporation is 2800 West Highway 90, Suite 2, Lake City, Florida 32055.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any or all lawful activities or business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of the Corporation shall be 2800 West Highway 90, Suite 2, Lake

City, Florida 32055, and the initial registered agent of this Corporation at such office shall be CLINTON D. THOMAS, who, upon accepting this designation agrees to comply with the provision of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of TWO (2) members. The number of directors may be increased or decreased from time to time as provided for by the By-Laws of the Corporation, but in no case shall the number of directors be less than one (1) nor more than five (5). The name and address of the directors constituting the initial Board of Directors are:


<u>NAME</u>	<u>ADDRESS</u>
CLINTON D. THOMAS	2800 Hwy 90 West, Suite 2 Lake City, Florida 32055
DUANE E. THOMAS	Post Office Box 2137 Lake City, Florida 32056

ARTICLE VIII - INCORPORATORS

The name and street address of the persons signing these Articles of Incorporation are:

CLINTON D. THOMAS	2800 Hwy 90 West, Suite 2 Lake City, Florida 32055
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IN WITNESS WHEREOF the above named Incorporators have executed these Articles of Incorporation this _____ day of _____, 1999.


CLINTON D. THOMAS

STATE OF FLORIDA)
)
COUNTY OF COLUMBIA)

The foregoing Articles of Incorporation of **RENT-A -PHONE, INC.**, were acknowledged before me this _____ day of August, 1999, by **CLINTON D. THOMAS** as Incorporator, personally known to me.

My Commission Expires:

(SEAL)

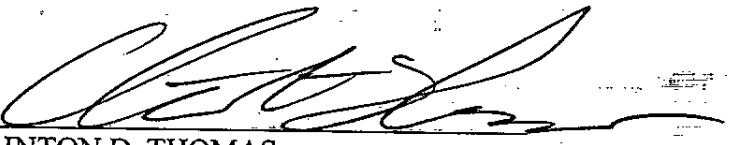
NOTARY PUBLIC
State of Florida at Large

Name: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RENT-A-PHONE, INC. at 2800 West Highway 90, Suite 2, Lake City, Florida 32055, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open such office.

DATE: August _____, 1999.


CLINTON D. THOMAS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA