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ACCOUNT NO. : 072100000032

REFERENCE: 388407 -157927A

AUTHORIZATION :

COST LIMIT :

ORDER DATE: September 27, 1999

ORDER TIME : 11:46 AM

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ORDER NO. : 388407-005

CUSTOMER NO: 157927A

CUSTOMER: Jill Gabriel, Esq

PEOPLES TELEPHONE COMPANY, PEOPLES TELEPHONE COMPANY,

10120 Windhorst Road

Tampa, FL 33619

DOMESTIC FILING

NAME:

PROSPECT TELECOM CONSULTING,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

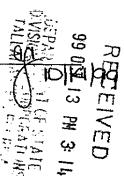
_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:



99 OCT 13 AM 10: 52

ARTICLES OF INCORPORATION

OF

PROSPECT TELECOM CONSULTING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PROSPECT TELECOM CONSULTING, INC.

The address of the principal office of this corporation shall be 14744 Southwest 83rd Court, Miami, Florida 33158, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Jill Gabriel 14744 Southwest 83rd Court Dir. Miami, Fl 33158



ARTICLE VII. INCORPORATOR 99 OCT 13 AM 10: 52

The name and street address of the incorporator to these Articles of Incorporation:

> The Company Corporation 1013 Centre Road Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on October 13, 1999

> Its Agent, Laura R. Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Its Agent, Laura R. Dunlap

Authorized Service Representative

Corporation Service Company

CHD/ebc