

CRESCENT PUBLIC COMMUNICATIONS, INC.

A member of the AMNEX family

VIA FEDERAL EXPRESS

December 30, 1996

DEPOSIT TREAS. REC. DATE

D430 144000 JAN 02 '97

Mr. Walter D'Haeseleer
Director, Division of Communications
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

95/0010-TC

Re: Application of Sun Tel I, Inc.
For A Pay Telephone Certificate

Dear Mr. D'Haeseleer:

Attached please find an original and two (2) copies of a completed "Florida Pay Telephone Certificate Application" on behalf of Sun Tel I, Inc., together with a check in the amount of \$100.00 representing the applicable filing fee.

To confirm the Commission's receipt of the application and filing fee, kindly date stamp the enclosed extra copy of this letter and return it in the self-addressed stamped envelope provided.

Should you have any questions, kindly contact the undersigned at 101 Park Avenue, Suite 2507, New York, N.Y., 10178.

Very truly yours,



Renee A. Brandner

Encs.

DOCUMENT NUMBER-DATE

00015 JAN-25

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

1. LEGAL NAME OF THE APPLICANT

Sun Tel I, Inc. (a Delaware corporation)

970010-TC

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS

Sun Tel Phones, Inc. (tradename adopted for use in Florida)

3. ADDRESS OF THE APPLICANT(S)

STREET 101 Park Avenue, Suite 2507

CITY New York City

STATE & ZIP New York 10178

4. TYPE OF ORGANIZATION (CHECK ONE)

A. INDIVIDUAL DOING BUSINESS UNDER HIS/HER:
OWN NAME.

DOCUMENTATION: No other documentation needed.

B. PARTNERSHIP:

DOCUMENTATION: Attach a copy of the partnership agreement, and a list with the name and address of all partners.

C. CORPORATION:

DOCUMENTATION: Attach proof that articles of incorporation have been filed with the Florida Secretary of State's Office. If incorporated outside of Florida, attach proof from the Florida Secretary of State that applicant has authority to operate in Florida and provide name and address of Florida Registered Agent.

NAME American Network Exchange, Inc

ADDRESS 100 W. Lucerne Circle, Suite 100

Orlando, Florida 32801

D. DOING BUSINESS UNDER A FICTITIOUS NAME:

DOCUMENTATION: Attach proof that fictitious name has been registered with the Florida Secretary of States Office.

5. PROVIDE NAME, TITLE, AND TELEPHONE NUMBER OF THE INDIVIDUAL WHO IS RESPONSIBLE FOR COMMISSION CONTACTS:

NAME: Renee A. Brandner

TITLE: Legal and Regulatory Department (Payphones)

PHONE: (212) 867-4639

6. HAS APPLICANT OR ANY SUBSIDIARY, PARTNER, OFFICER, DIRECTOR, ETC., OR IN THE CASE OF A CLOSELY HELD CORPORATION ANY SHAREHOLDER OF THE APPLICANT EVER BEEN GRANTED OR DENIED A PAY TELEPHONE CERTIFICATE IN THE STATE OF FLORIDA? THIS INCLUDES ACTIVE AND CANCELLED PAY TELEPHONE CERTIFICATES.

Yes

7. IF THE ANSWER TO QUESTION 6 IS YES, PLEASE EXPLAIN AND LIST THE CERTIFICATE HOLDER AND CERTIFICATE NUMBER.

See Schedule I attached hereto and made a part hereof.

8. LIST THE STATES IN WHICH THE APPLICANT:

A. IS CURRENTLY PROVIDING PAY TELEPHONE SERVICE

None.

B. HAS APPLICATIONS PENDING TO BE CERTIFICATED AS A PAY TELEPHONE PROVIDER.

None.

C. HAS BEEN DENIED AUTHORITY TO OPERATE AS A PAY TELEPHONE PROVIDER. EXPLAIN CIRCUMSTANCES.

None.

D. HAS HAD REGULATORY PENALTIES IMPOSED FOR VIOLATIONS OF TELECOMMUNICATIONS STATUTES. EXPLAIN CIRCUMSTANCES.

None.

9. PLEASE INDICATE IF ANY OFFICERS OF THE CORPORATION, PARTNERSHIP OR INDIVIDUAL APPLICANT HAVE BEEN ADJUDGED BANKRUPT, MENTALLY INCOMPETANT, OR FOUND GUILTY OF ANY FELONY OR OF ANY CRIME, OR WHETHER SUCH ACTIONS MAY RESULT FROM PENDING PROCEEDINGS.

None.

10. PLEASE CHECK THE SERVICES THAT WILL BE PROVIDED:

LOCAL	[x]
LONG DISTANCE	[x]
COIN	[x]
CALLING CARD	[x]
CREDIT CARD	[x]
OTHER, DESCRIBE	[x]
Collect	

11. PROPOSED NUMBER OF PAY TELEPHONE INSTRUMENTS THE APPLICANT PLANS TO PLACE IN THE FIRST YEAR: Approximately 600.

12. HOW DOES THE APPLICANT INTEND TO SERVICE AND MAINTAIN EACH PAYPHONE?

PERSONALLY	[]
FULL-TIME TECHNICIAN	[x]
PART-TIME TECHNICIAN	[]
SERVICE/REPAIR/MAINTENANCE CONTRACT	[]
OTHER, DESCRIBE	[]

13. WILL EACH OF THE PAY TELEPHONES WHICH YOU PLAN TO INSTALL PROVIDE ACCESS TO ALL LOCALLY AVAILABLE LONG DISTANCE CARRIERS VIA IOXXX+0, 950-XXXX, AND 1-800? (See Rule 25-24.515(6), F.A.C.)

Yes.

14. WILL EACH OF THE PAY TELEPHONES WHICH YOU PLAN TO INSTALL CONFORM TO SUBSECTIONS 4.29.2 - 4.29.4 and 4.29.7 - 4.29.8 OF THE AMERICAN NATIONAL STANDARDS SPECIFICATIONS FOR MAKING BUILDINGS AND FACILITIES ACCESSIBLE AND USABLE BY PHYSICALLY HANDICAPPED PEOPLE (ATTACHMENT F)? (See Rule 25-24.515(14), F.A.C.)

Yes

I, THE UNDERSIGNED OWNER OR OFFICER OF THE ABOVE NAMED ENTITY, HAVE READ THE FOREGOING AND DECLARE THAT TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE INFORMATION IS A TRUE AND CORRECT STATEMENT. I AM AWARE THAT PURSUANT TO s. 837.06, FLORIDA STATUTE, WHOEVER KNOWINGLY MAKES A FALSE STATEMENT IN WRITING WITH THE INTENT TO MISLEAD A PUBLIC SERVANT IN THE PERFORMANCE OF HIS OFFICIAL DUTY SHALL BE GUILTY OF A MISDEMEANOR OF THE SECOND DEGREE. I WILL COMPLY WITH ALL CURRENT AND FUTURE COMMISSION REQUIREMENTS REGARDING THE PAY TELEPHONE SERVICE. I UNDERSTAND THAT A NON-REFUNDABLE APPLICATION FEE OF \$100 MUST ACCOMPANY THE APPLICATION. ALSO, I UNDERSTAND THAT I AM REQUIRED TO PAY A REGULATORY ASSESSMENT FEE (MINIMUM \$50.00 PER CALENDAR YEAR), FILE AN ANNUAL PAY TELEPHONE SERVICE REPORT, AND PAY GROSS RECEIPTS TAX. FURTHERMORE, I AGREE TO KEEP THE COMMISSION ADVISED OF ANY CHANGES IN THE NAMES OR ADDRESSES LISTED ABOVE WITHIN TEN (10) DAYS OF THE CHANGE.


_____, Chairman
(SIGNATURE OF OWNER/CHIEF OFFICER OF APPLICANT)

DATE: December 30, 1996

APPLICANT ACKNOWLEDGEMENT CARD

Applicant Sun Tel I, Inc. d/b/a Sun Tel Phones, Inc.

I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Requirements relating to my provision of Pay Telephone Service.

Signature 

Title Chairman

Date December 30, 1996

THIS MUST BE COMPLETED AND RETURNED WITH THE APPLICATION BEFORE THE CERTIFICATION PROCESS BEGINS. FAILURE TO DO SO WILL RESULT IN A DELAY OF THE CERTIFICATE BEING ISSUED.

SCHEDULE I

Crescent Public Communications Inc., a New York corporation and the holder of 80% of the issued and outstanding capital stock of Applicant, holds Certificate #5012, issued on 12-27-96 by the Florida PSC.

Harold Blumenthal, an individual and the holder of 20% of the issued and outstanding capital stock of Applicant, is the President and sole shareholder of Sun Tel, Inc., a Florida corporation which holds Certificate #3384, issued on 8-3-93 by the Florida PSC.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SUN TEL I, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

2692828 8100

960361246

AUTHENTICATION

8231500

DATE

12-10-96

CERTIFICATE OF INCORPORATION
OF
Sun Tel I, Inc.

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Delaware, does hereby set forth as follows:

FIRST: The name of the corporation is:
Sun Tel I, Inc.

SECOND: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 15 East North Street, in the City of Dover, County of Kent, State of Delaware 19901 and the name of the registered agent at said address is United Corporate Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Delaware.

FOURTH: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	1,000	\$.01

FIFTH: The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ray A. Barr	10 Bank Street White Plains, New York 10606

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders:

(1) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws. Election of directors need not be by ballot unless the By-Laws so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to or repeal the By-Laws of the corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and to what times and places, and under what conditions the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders, at any meeting of the stockholders called for the purpose of considering any such act or contract, or through a written consent in lieu of a meeting in accordance with the requirements of the General Corporation Law of Delaware as amended from time to time, and any contract or act that shall be so approved or be so ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting, (or by written consent whether received directly or through a proxy) and entitled to vote thereon (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved, ratified, or consented to by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SEVENTH: No director shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except with respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability under Section 174 of the Delaware General Corporation Law or (4) a transaction from which the director derived an improper personal benefit, it being the intention of the foregoing provision to eliminate the liability of the corporation's directors to the corporation or its stockholders to the fullest extent permitted by Section 102(b)(7) of the Delaware General Corporation Law, as amended from time to time. The corporation shall indemnify to the fullest extent permitted by Sections 102(b)(7) and 145 of the Delaware General Corporation Law, as amended from time to time, each person that such Sections grant the corporation the power to indemnify.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned hereby executes this document and affirms that the facts set forth herein are true under the penalties of perjury this ninth day of December, 1996.

S/RAY A. BARR
Ray A. Barr, Incorporator

State of Florida



Department of State

I certify the attached is a true and correct copy of the application by SUN TEL I, INC., a Delaware corporation, authorized to transact business within the State of Florida on December 23, 1996 as shown by the records of this office.

The document number of this corporation is F96000006709.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-third day of December, 1996



CR2EO22 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Sun Tel I, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. Pending
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 10, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Crescent Public Communications Inc.
101 Park Avenue, Suite 2507, New York, NY 10178
(Current mailing address)

8. to provide telecommunications services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

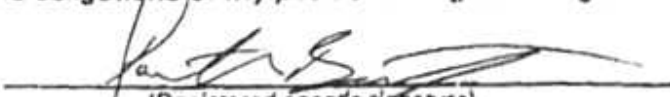
Name: American Network Exchange, Inc.

Office Address: 100 W. Lucerne Circle, Suite 100

Orlando, Florida, 32801
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)
Kenneth G. Baritz, Chairman

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

RECEIVED
96 DEC 23
11:27
MILWAUKEE, WIS. FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Kenneth G. Baritz

Address: 101 Park Avenue, Suite 2507

New York, NY 10178

Vice Chairman: n/a

Address: _____

Director: Kenneth G. Baritz

Address: 101 Park Avenue, Suite 2507

New York, NY 10178

Director: Peter M. Izzo, Jr.

Address: 101 Park Avenue, Suite 2507

New York, NY 10178

B. OFFICERS

President: Peter M. Izzo, Jr.

Address: 101 Park Avenue, Suite 2507

New York, NY 10178

Vice President: n/a

Address: _____

Secretary: Renee A. Brandner

Address: 101 Park Avenue, Suite 2507

New York, NY 10178

Treasurer: n/a

Address: _____

FILED IN SECRETORIS

96 FEB 23 11:11:27

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kenneth G. Baritz, Chairman and Director
(Typed or printed name and capacity of person signing application)

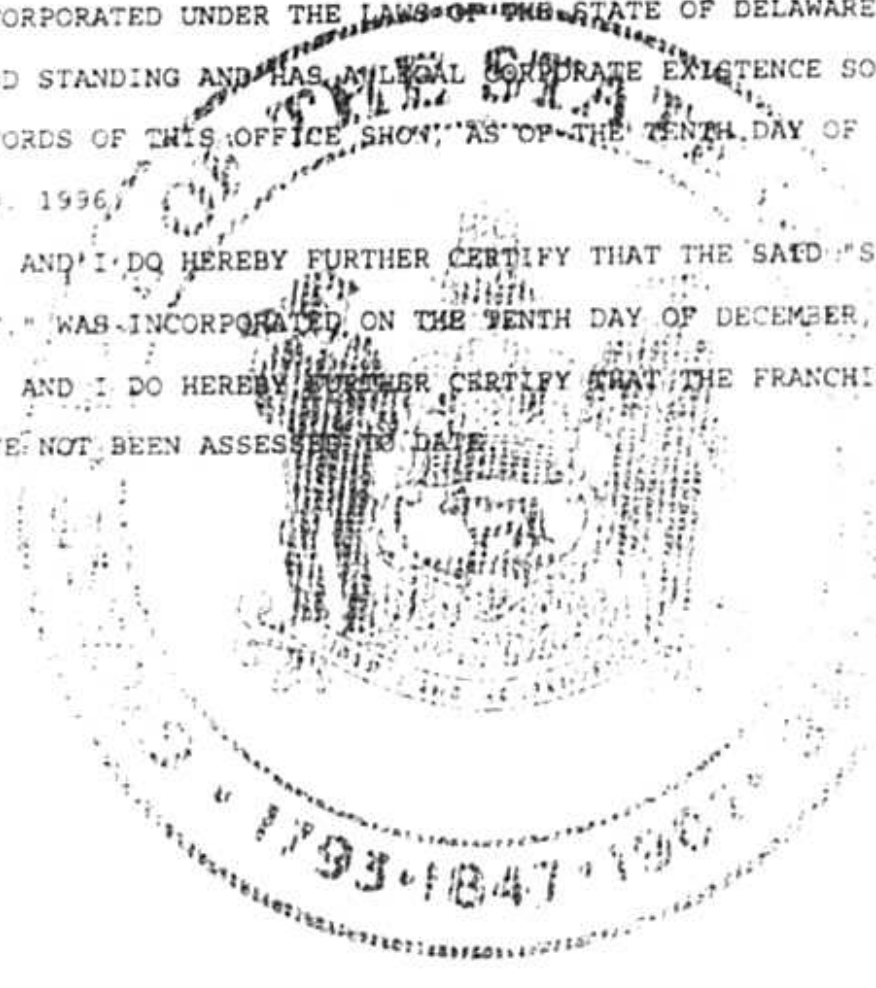
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUN TEL I, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUN TEL I, INC." WAS INCORPORATED ON THE TENTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



96 DEC 23 AM 11:21
CALIFORNIA STATE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2692826 8300

960361726

AUTHENTICATION: 8231598

DATE: 12-10-96

MINUTES OF A SPECIAL MEETING
OF
THE BOARD OF DIRECTORS
OF
SUN TEL I, INC.

Pursuant to a notice of meeting duly given, a special meeting of the Board of Directors of Sun Tel I, Inc. (the "Corporation") was held on December 20, 1996 commencing at 11:00 A.M. at the offices of the Corporation located at 101 Park Avenue, Suite 2817, New York, New York 10178.

The following persons, being all of the members of the Board of Directors, were present either in person or by conference telephone pursuant to which each could hear all others at the same time:

Kenneth G. Baritz
Peter M. Izzo, Jr.

Also present in person or on the telephone by invitation of the Board was Renee A. Brandner, corporate counsel for and Secretary of the Corporation. Mr. Izzo was Chairman of the meeting and Ms. Brandner acted as Secretary thereof.

The only item of business to come before the Board was a discussion of the need for the Corporation to obtain a certificate of authority qualifying it to do business as a foreign corporation within the State of Florida. Ms. Brandner explained that an entity

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11-11-97 BY SP-10/STW


with the name of "Sun Tel, Inc." already existed in Florida, and that, therefore, it would be necessary for the Corporation to adopt and use a trade name (because the Corporation's own name was "unavailable") within Florida. Ms. Brandner suggested the trade name of "Sun Tel Phones, Inc." for this purpose.

Following such discussion, upon motion duly made and seconded, the following resolutions were approved by Messrs. Baritz and Izzo, being all the then present Board members:

RESOLVED, that the trade name of "Sun Tel Phones, Inc." be adopted by the Corporation for use within the State of Florida and in obtaining a certificate of authority for the Corporation, qualifying it to do business as a foreign corporation within the State of Florida; and it is further

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to take all such further action and execute and deliver such instruments and documents as in their judgment shall be necessary, proper or advisable in order to carry out the intent and accomplish the purpose of the foregoing resolution.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.


Renee A. Brandner
Secretary

95DEC23 AM 11:27
TELETYPE UNIT

CRESCENT PUBLIC COMMUNICATIONS, INC.

A member of the AMNEX family

VIA FEDERAL EXPRESS

December 30, 1996

DEPOSIT TREAS. REC. DATE

D430 144444 JAN 02 '97

Mr. Walter D'Haeseleer
Director, Division of Communications
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: Application of Sun Tel I, Inc.
FOR A Pay Telephone Certificate

Dear Mr. D'Haeseleer:

Attached please find an original and two (2) copies of a completed "Florida Pay Telephone Certificate Application" on behalf of Sun Tel I, Inc., together with a check in the amount of \$100.00 representing the applicable filing fee.

To confirm the Commission's receipt of the application and filing fee, kindly date stamp the enclosed extra copy of this letter and return it in the self-addressed stamped envelope provided.

Should you have any questions, kindly contact the undersigned at 101 Park Avenue, Suite 2507, New York, N.Y., 10178.

Very truly yours,

DOCUMENT NUMBER-DATE

00015 JAN-26

FISCAL YEAR ENDING

CRESCENT PUBLIC COMMUNICATIONS INC.

OPERATING ACCOUNT

MAYFLOWER PLACE
FLORAL PARK, NY 11001

NATIONAL WESTMINSTER BANK

NEW HYDE PARK OFFICE

645 WILSON TURNPIKE

NEW HYDE PARK, NY 11040

(31) 280 30

006057

DATE

CHECK NO.

AMOUNT

12/27/96

006057

*****9100.00

ONE HUNDRED AND NO/100 Dollars

FLORIDA PUBLIC SERVICE
COMMISSION

PAID
TO THE
ORDER OF

BY 
CRESCENT PUBLIC COMMUNICATIONS INC.
AUTHORIZED SIGNATURE

BY _____
AUTHORIZED SIGNATURE