

DEPOSIT TREAS. REC. DATE

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JAN 09 '96

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

960031-TC

1. LEGAL NAME OF THE APPLICANT

~~ART GRACO~~ ARTHUR J. GRACO

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS

Graco ~~Communications~~, INC.

3. ADDRESS OF THE APPLICANT(S)

STREET

5600 S.W. MAPLE Rd

CITY

PALM CITY

STATE & ZIP

FL 34990

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

ADDRESS

D. DOING BUSINESS UNDER A FICTITIOUS NAME:

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

DOCUMENT NUMBER-DATE

00278 JAN-96

FPSC-RECORDS/REPORTING

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

NAME: Arthur J. Gray

TITLE: President, Genco, Inc.

PHONE: (407) 287-7488

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.

NO

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

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.

ONLY FLORIDA

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 CHECK THE SERVICES THAT WILL BE PROVIDED:

- LOCAL
- LONG DISTANCE
- COIN
- CALLING CARD
- CREDIT CARD
- OTHER, DESCRIBE

10. PROPOSED NUMBER OF PAY TELEPHONE INSTRUMENTS THE APPLICANT PLANS TO PLACE IN THE FIRST YEAR: 10-15

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

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

12. WILL EACH OF THE PAY TELEPHONES WHICH YOU PLAN TO INSTALL PROVIDE ACCESS TO ALL LOCALLY AVAILABLE LONG DISTANCE CARRIERS VIA 10XXX+0, 950-XXXX, AND 1-800? (See Rule 25-24.515(6), F.A.C.)

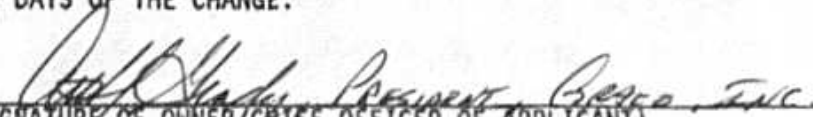
YES

13. 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

REQUIRED BY COMMISSION RULE NO. 25-24.511

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.


(SIGNATURE OF OWNER/CHIEF OFFICER OF APPLICANT)

X DATE: 1/3/96

FORM PSC/CMU 32 (R3-93) PAGE 5 OF 5
REQUIRED BY COMMISSION RULE NO. 25-24.511

APPLICANT ACKNOWLEDGEMENT CARD

Applicant Arthur T. Gray

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

Signature [Handwritten Signature]

Title President

Date 1/3/96

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.

ARTICLES OF INCORPORATION
OF
GRACO, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE - Name

The name of the corporation is Graco, Inc.

ARTICLE TWO - Duration

The term of existence of the corporation is perpetual.

ARTICLE THREE - Purpose

The purposes for which this corporation is organized are:

- a.) The Corporation may engage in any activity permitted under the laws of the United States of America and the State of Florida.
- b.) To acquire by purchase, exchange, gift, bequest, subscription, or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own corporate securities or stock of other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interest therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies, or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.
- c.) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise either alone or in conjunction with any other person, association or corporation.
- d.) The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the

enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE FOUR - Capital Stock

The aggregate number of shares which the corporation has authority to issue is one hundred (100) shares of common stock with a par value of One and No/100ths (\$1.00) Dollar per share which shall be designated as common shares. The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, the real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash, or property, at a just valuation to be taxed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE FIVE - Preemptive Rights Granted

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX - Registered Office and Agent

The street address of the initial registered office of the corporation is 5600 SW Mapp Road, Palm City, Florida 34990, and the name of the initial registered agent at said address is Arthur J. Grady.

ARTICLE SEVEN - Directors

The initial board of directors of the corporation shall consist of one (1) director. The name and address of the initial board of the director is:

Arthur J. Grady 5600 SW Mapp Road
Palm City, Florida 34990

ARTICLE EIGHT - Incorporator

The name and address of the incorporator is:

Arthur J. Grady 5600 SW Mapp Road
Palm City, Florida 34990

ARTICLE NINE - Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Director is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

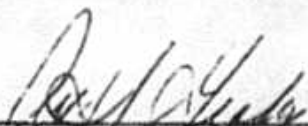
ARTICLE TEN - Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE ELEVEN - Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, I have subscribed my name this 4TH day of JANUARY, 1996.



ARTHUR J. GRADY

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, the undersigned authority personally appeared Arthur J. Grady, who is personally known to me, did not take an oath and who is known to me to be the person who subscribed the foregoing Articles of Incorporation and acknowledged that he subscribed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4TH day of JANUARY, 1996.



Notary Public, State of Florida
My Commission Expires:



CHRISTOPHER J. TWOHEY
MY COMMISSION # CC 218294 EXPIRES
July 28, 1996
BONDED THRU TROY FAIR INSURANCE, INC

DEPOSIT TREAS. REC. DATE

D250

JAN 09 '96

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~~ART GRADY~~ ARTHUR - J. GRADY

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CITY PAUM CITY
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1996 JAN - 8 PM 1:19

ARTHUR J. GRADY
407-267-7488
5600 S.W. MAPP RD.
PALM CITY, FL 34990

0982

PAY TO THE ORDER OF

Florida Public Service Commission \$ 100.00

100 South Federal Highway
P.O. Box 8027
Tallahassee, FL 32307

For P.O. American



registered with