

960375-TC

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

1. LEGAL NAME OF THE APPLICANT DEPOSIT TREAS. REC. DATE
Gary L. Winfield 0278 MAR 26 '96

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS
Prestige Pay Phones, Inc.

3. ADDRESS OF THE APPLICANT(S)
STREET 1451 Beach Avenue
CITY Atlantic Bch.
STATE & ZIP FL 32233

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: [x]

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 Frank R. Keasler, Jr.
ADDRESS 7077 Bonneval Road, Suite 120
Jacksonville, Duval County, FL 32216

D. DOING BUSINESS UNDER A FICTITIOUS NAME: []

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1996

FRANK R. KEASLER, JR., ESQ.
KEASLER PENNINGTON
7077 BONNEVAL RD., STE. 120
JACKSONVILLE, FL 32216

The Articles of Incorporation for PRESTIGE PAY PHONES, INC. were filed on March 8, 1996, effective March 6, 1996 and assigned document number P96000022143. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO INSURE THAT YOU RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT. TO OBTAIN A FEI NUMBER, CONTACT THE IRS AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sheldon Bream, Document Specialist
New Filings Section

Letter Number: 996A00010895

EFFECTIVE DATE
3/6/96

ARTICLES OF INCORPORATION
OF
PRESTIGE PAY PHONES, INC.

FILED

95 MAR -8 AM 10 05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the Corporation shall be: **Prestige Pay Phones, Inc.**

ARTICLE II.

The Corporation shall have perpetual existence.

ARTICLE III.

The general nature of the businesses to be transacted by the Corporation shall be as follows:

Section 1. To devise, develop, create, inaugurate and contract for the establishment, installation and sale and rental of pay telephones including the systems, methods and control for the efficient operation thereof and to carry on any and all activities related thereto, including but not limited to, the development of communications systems and the sales and marketing of licensed and distribution rights related to the sale, delivery and installation of pay telephones within or without a defined geographic or market area and to undertake any and all activities compatible, or which function in conjunction, with the development and administration of such communication systems and the sales, distribution and installation of pay telephones or other communication devices. As part of the aforesaid purposes, to own, lease or otherwise acquire, operate or control telephone and communication devices or systems whether known to date, or hereafter invented and to carry on any other business of a similar or related nature or capable of being carried on conveniently in connection with the foregoing and to produce, buy or otherwise acquire, use, sale, lease, license to others for their use or otherwise to turn to account or dispose of and distribute all kinds of communication devices and any and all parts, apparatuses, peripheral equipment, supplies and implements incidental to or useful in connection with any of the foregoing.

Section 2. To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;

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

NAME: Fred Hall
TITLE: Sales + service manager
PHONE: (904) 273-0439

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.

n/a

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.

n/a

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

n/a

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: 200.

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

APPLICANT ACKNOWLEDGEMENT CARD

Applicant Gary B. Winfield

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

Signature Gary B. Winfield

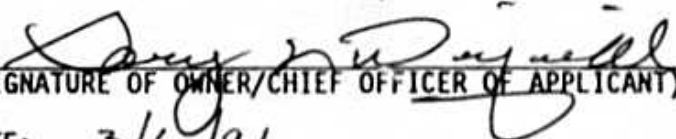
Title President

Date 3/6/96

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.

John

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)
DATE: 3/6/96

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NAME Frank R. Keasler, Jr.
ADDRESS 7077 Bonnevial Road, Suite 120

Florida Public Service Commission | \$ 100.00
One hundred and 00 / 100 DOLLARS