

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

1129
\$100.00
4/13/96

1. LEGAL NAME OF THE APPLICANT

DENNIS G. SABA

960489-TC ^{Laf}

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS

SOUTHEAST PAYPHONES, INC.

3. ADDRESS OF THE APPLICANT(S)

STREET 236 Shadow Bay Blvd

CITY LONGWOOD

STATE & ZIP FLORIDA 32779

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.

MAIL ROOM
APR 15 AM 11:03 96
RECEIVED
DOCUMENT NUMBER-DATE
04323 APR 15 96
FPSC-RECORDS/REPORTING

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

NAME: DENNIS G. SABIA
TITLE: PRESIDENT
PHONE: (407) 774-8557

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.

DENNIS G. SABIA CERT. NO. 3281 HAS
BEEN GRANTED AND IS ACTIVE. Simply WANT TO
CHANGING NAME OF COMPANY FROM MY NAME TO CORPORATE NAME.
No real change in company.

8. LIST THE STATES IN WHICH THE APPLICANT:

A. IS CURRENTLY PROVIDING PAY TELEPHONE SERVICE

Florida only

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

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: 5.

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

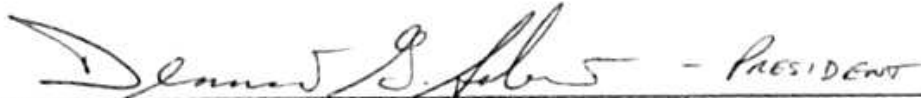
12. WILL EACH OF THE PAY TELEPHONES WHICH YOU PLAN TO INSTALL PROVIDE ACCESS TO ALL LOCALLY AVAILABLE LONG DISTANCE CARRIERS VIA 10XXX+0, 950-XXXX, AND 1-800? (See Rule 25-24.515(6), F.A.C.)

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

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.

 - PRESIDENT


(SIGNATURE OF OWNER/CHIEF OFFICER OF APPLICANT)

DATE: 4/12/96

APPLICANT ACKNOWLEDGEMENT CARD

Applicant DENNIS G. SAGIA FOR SOUTHEAST PAYPHONES, 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 Pres.

Date 4/22/90

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.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of SOUTHEAST PAYPHONES, INC., a Florida corporation, filed on July 28, 1995 effective July 21, 1995, as shown by the records of this office.

The document number of this corporation is P95000058709.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Thirty-first day of July, 1995



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

ARTICLES OF INCORPORATION
OF
SOUTHEAST PAYPHONES, INC.

95 JUL 28 AM 11:00
SOUTHERN FLORIDA
FALLS
FILED

The undersigned, being above the age of eighteen (18) years and competent to contract for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I
NAME AND ADDRESS

The name of this Corporation shall be Southeast Payphones, Inc. The mailing address shall be 2431 Aloma Avenue, Suite 221, Winter Park, Florida 32792.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence its corporate existence as of July 21, 1995 and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law including, without limitation and only by illustration, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to and use its credit to assist its officers and employees.
- (e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges subject to

EFFECTIVE DATE

JUL 21 1995

royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the

State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purposes any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV CAPITAL STOCK

1. Number and Class of Shares Authorized: Par value.

This Corporation is authorized to issue 1,000,000 shares of voting common stock, having a par value of \$0.0001, which shall be designated "Common Stock".

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative

voting rights in any election of directors of the Corporation.

3. No Preemptive Rights.

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 2431 Aloma Avenue, Ste., 221, Winter Park, Florida 32792 and the initial registered agent of the Corporation at that address shall be David S. Piercefield. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) director. The number of directors of the Corporation shall be specified, from time to time, by the bylaws provided, however, that the number of directors shall never be less than one (1). The name and street address of the initial director of this Corporation is:

Mr. Dennis Sabia
2431 Aloma Ave., Ste. 221
Winter Park, Florida 32792

ARTICLE VII
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

David S. Piercefield
2431 Aloma Ave., Ste. 221
Winter Park, Florida 32792

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees, incorporator(s) and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees, incorporator(s) and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
HEADING AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 25th day of July, 1995.

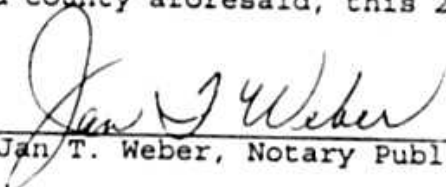


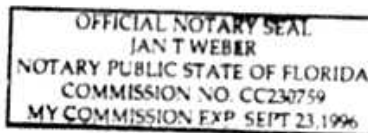
David S. Piercefield (Seal)

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared David S. Piercefield personally known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 25th day of July, 1995.


Jan T. Weber, Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICES OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

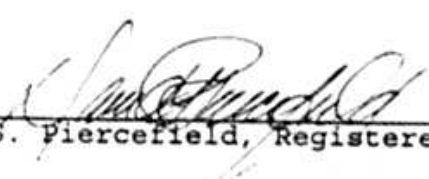
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Southeast Payphones, Inc. (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated David S. Piercefield as its registered agent to accept service of process within the State of Florida with its registered office located at 2431 Aloma Avenue, Ste. 221, Winter Park, Florida 32792.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of the Florida Business Corporation Act, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 25th day of July, 1995.



David S. Piercefield, Registered Agent

95 JUL 28 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

\$100.00
4/13/96
LAF

1. LEGAL NAME OF THE APPLICANT

DENNIS G. SARIA

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS

SOUTHEAST PAYPHONES, INC.

3. ADDRESS OF THE APPLICANT(S)

STREET 236 Shadow Bay Blvd

CITY LONGWOOD

STATE & ZIP FLORIDA 32779 0245

DEPOSIT TREAS. REC. DATE
APR 16 96

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 _____

SOUTHEAST PAYPHONES

PHONE 407-774-8557
LONGWOOD, FL 32779

1129

4/12 1996

FLORIDA PUBLIC SERVICE COMMISSION \$ 100.00

One hundred and 00/100 DOLLARS

NationsBank

NationsBank of Florida, N.A.
Longwood, Florida

FOR _____