

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

0810  
\$100.00  
9/23/96  
no postmark  
YAF

961159-TC

1. LEGAL NAME OF THE APPLICANT

X U.S. PUBLIC TELEPHONE COMPANY, INC.

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS

U.S. PUBLIC TELEPHONE COMPANY, INC.

3. ADDRESS OF THE APPLICANT(S)

STREET

X 20416 NE 16<sup>TH</sup> PLACE.

CITY

NORTH MIAMI BEACH

STATE & ZIP

FLORIDA 33179

DEPOSIT TREAS. REC. DATE  
D378 SEP 24 '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: [X]

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 X SEE ATTACHED DOCUMENT

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  
10166 SEP 24 '96  
FPSC-RECORDS/REPORTING

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

NAME: X TONY JEREZ  
TITLE: VICE PRESIDENT  
PHONE: 305 653-7591

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

N/A

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

N/A

C. HAS BEEN DENIED AUTHORITY TO OPERATE AS A PAY TELEPHONE PROVIDER. 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: 50

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.

*Living Services*

\_\_\_\_\_  
(SIGNATURE OF OWNER/CHIEF OFFICER OF APPLICANT)

DATE: \_\_\_\_\_

*9/18/96*

APPLICANT ACKNOWLEDGEMENT CARD

Applicant U.S. Public Telephone Co

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

Signature David Simms

Title Pres.

Date 9/18/96

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.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

0810  
\$100.00

LAF

September 12, 1996

US PUBLIC TELEPHONE COMPANY INC.  
20416 NE 16TH PLACE  
NO MIAMI BEACH, FL 33179

The Articles of Incorporation for U.S. PUBLIC TELEPHONE COMPANY, INC. were filed on September 12, 1996 and assigned document number P96000076106. 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.

Terri Buckley, Corporate Specialist  
New Filings Section

Letter Number: 796A00042525

RECEIVED  
SEP 23 9 25 AM '96  
ADMINISTRATION  
MAIL ROOM

TERESA96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H96000012746 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

FAX #:

NAME: U.S. PUBLIC TELEPHONE COMPANY, INC. AUDIT NUMBER.....H96000012746 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
PAGES..... 7 CERT. COPIES.....0 DEL.METHOD.. MAIL  
EST.CHARGE.. \$70.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET.  
TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

*Hand for pick up*

*Vertical stamp or text, mostly illegible*

*Handwritten scribbles and signatures*

**ARTICLES OF INCORPORATION**  
**OF**  
**U.S. PUBLIC TELEPHONE COMPANY, INC.**

THE UNDERSIGNED, subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

U.S. PUBLIC TELEPHONE COMPANY, INC.

and its initial post office address and its principal office for the conduct of business is

20416 N.E. 16th Place, North Miami Beach, Florida 33179

The Board of Directors may from time to time move the principal office to any other address in Florida.

**ARTICLE II**

The general purpose of the corporation is to engage in any activities or businesses permitted under the laws of the United States and Florida, including, but not limited to, the installation, maintenance and operation of pay telephones and pay telephone systems

**ARTICLE III**

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and



a Board of Directors composed of one or more members, which number may be altered from time to time by an amendment to the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

#### ARTICLE IV

The corporation is authorized to issue 1,000 shares of common stock, all of one class, at One Dollar (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services as a just valuation to be fixed by the stockholders as a meeting duly held and convened.

#### ARTICLE V

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice from the corporation.

## ARTICLE VI

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by an amendment to the By-Laws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Irving Simes  
10250 Silver Lake Drive  
Boca Raton, FL 33428

Jonathan Simes  
6780 South Grande Drive  
Boca Raton, FL 33433

Silverio Jerez  
20416 N.E. 16th Place  
North Miami Beach, FL 33179

## ARTICLE VII

The name and address of the initial registered agent and office of this corporation is James N. Reyer, Attorney at Law, 72 S.E. 6th Avenue, Delray Beach, FL 33483.

## ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is James N. Reyer, Attorney at Law, 72 S.E. 6th Avenue, Delray Beach, FL 33483.

## ARTICLE IX

In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit. This right to vote cumulatively shall not be

further restricted or qualified by any provision in the By-Laws of the corporation

#### ARTICLE X

Directors need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.

#### ARTICLE XI

One hundred percent (100%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

Members of the Board of Directors may participate in regular, special and annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

#### ARTICLE XII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled

company without regard to the fact that he is also a director of such subsidiary or controlled company. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XIII

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation

#### ARTICLE XIV

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.


#### ARTICLE XV

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

#### ARTICLE XVI

The shareholders and directors of this corporation may take action by written consent, as provided by law.

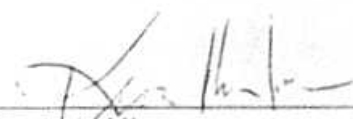
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of September, 1996.

  
James N. Reyer - Incorporator

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me, on September 10, 1996 by James N. Reyer, who is personally known to me and who did take an oath, and acknowledged that he is the person who executed the foregoing Articles of Incorporation

  
Notary Public



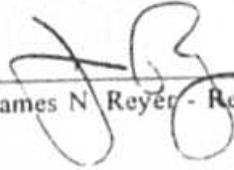
**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS  
MAY BE SERVED AND THE PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

U.S. PUBLIC TELEPHONE COMPANY, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, has named James N. Reyer, Attorney at Law, with an address of 72 S.E. 6th Avenue, City of Delray Beach, County of Palm Beach, State of Florida as its registered agent to accept service of process within this state.

**ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.

  
\_\_\_\_\_  
James N. Reyer - Registered Agent

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

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X U.S. PUBLIC TELEPHONE COMPANY, INC.

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STREET

20416 NE 16<sup>TH</sup> PLACE

CITY

NORTH MIAMI BEACH

STATE & ZIP

FLORIDA 33179

DEPOSIT TREAS. REC.

DATE

D378

SEP 24 1996

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

X SEE ATTACHED DOCUMENT