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May 19, 1997

DEPOSIT

DATE

D528

MAY 20 1997

970609-TC

*ADMITTED IN VIRGINIA ONLY
*ADMITTED IN MARYLAND ONLY

Florida Public Service Commission
Gunter Building, 2540 Shumard Oak Boulevard
Captial Circle Office Center
Tallahassee, FL 32399-0850

Re: Pay Telephone Service Application for Atlantic Telecommunication Systems, Inc.

Dear Madam or Sir:

Enclosed for filing please find an original and two (2) copies of the Application Form for Authority to Provide Pay Telephone Service on behalf of Atlantic Telecommunication Systems, Inc. ("ATSI"). Also enclosed please find a check in the amount of \$100.00, which is the required filing fee associated with this application.

Kindly date-stamp as received the enclosed "Stamp & Return" copy, and return it to the undersigned in the FedEx envelope provided.

Any questions regarding this application may be directed to the undersigned.

Sincerely yours,

John C. Dodge

Enclosures

97 MAY 20 AM 10:13
MAIL ROOM
RECEIVED
COMMUNICATIONS DIVISION

59819.1

DOCUMENT NUMBER-DATE

05052 MAY 20 97

FPSC-RECORDS/REPORTING

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

1. LEGAL NAME OF THE APPLICANT

Atlantic Telecommunications Systems, Inc.

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS

Atlantic Telecommunications Systems, Inc.

970609-TC

3. ADDRESS OF THE APPLICANT(S)

STREET 5849 Okeechobee Blvd., Ste. 201

CITY West Palm Beach

STATE & ZIP FL 33417

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 _____

ADDRESS _____

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: John C. Dodge
TITLE: Attorney for Atlantic Telecommunications Systems, Inc.
PHONE: (202) 659-9750

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.

Not Applicable

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	[]

11. PROPOSED NUMBER OF PAY TELEPHONE INSTRUMENTS THE APPLICANT PLANS TO PLACE IN THE FIRST YEAR: Approximately 25-50.

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+O, 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.



(SIGNATURE OF OWNER/CHIEF OFFICER OF APPLICANT)

DATE: _____

5/15/97

APPLICANT ACKNOWLEDGEMENT CARD

Applicant Jerry Stabler

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 President

Date 5/15/97

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.

Amended and Restated Articles of Incorporation

of

ATLANTIC TELECOMMUNICATION SYSTEMS, INC.

The undersigned hereby certify that, at a duly called meeting of the Shareholders held on December 10 1996, at which the number of votes cast was sufficient, the undersigned agreed to, and hereby amend and restate, the Articles of Incorporation of a corporation formed under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

Atlantic Telecommunication Systems, Inc.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

5849 Okeechobee Blvd., Suite 201
West Palm Beach, Florida 33417

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation commenced its corporate existence on January 31, 1986. This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida and the Corporation's registered agent at that office shall be:

Jerold Stabler
5849 Okeechobee Blvd.,
Suite 201
West Palm Beach, Florida 33417

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two (2) directors. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The names and street addresses of the persons signing these Amended and Restated Articles of Incorporation are:

Jerold Stabler
Amy Stabler
5849 Okeechobee Blvd.
Suite 201
West Palm Beach, Florida 33417

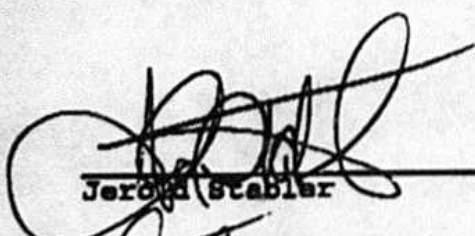
ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned have executed the foregoing Amended and Restated Articles of Incorporation as of December 11, 1996.



Jerod Stabler




Amy Stabler

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of Atlantic Telecommunication Systems, Inc. in its Amended and Restated Articles of Incorporation, at the place designated in such Amended and Restated Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.


Jerald Stables

Dated: December 11, 1996

D:\CLIENTS\ATLANTIC.TEL\ARTICLES.AND



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1996

CORPORATE ACCESS

TALLAHASSEE, FL

Re: Document Number H99683

The Articles of Amendment to the Articles of Incorporation of ATLANTIC ANSWERING SERVICE, INC. which changed its name to ATLANTIC TELECOMMUNICATION SYSTEMS, INC., a Florida corporation, were filed on November 21, 1996.

Should you have any questions regarding this matter, please telephone (904) 487-6050, the Amendment Filing Section.

Thelma Lewis
Corporate Specialist Supervisor
Division of Corporations

Letter Number: 096A00052967

FILED

ARTICLES OF AMENDMENT 96 NOV 21 PM 12:52
TO
ARTICLES OF INCORPORATION SECRETARY OF STATE
OF TALLAHASSEE, FLORIDA
ATLANTIC ANSWERING SERVICE, INC.

1. The name of the Corporation is: ATLANTIC ANSWERING SERVICE, INC.

2. Article I of the Articles of Incorporation of ATLANTIC ANSWERING SERVICE, INC. is hereby amended to read in its entirety as follows:

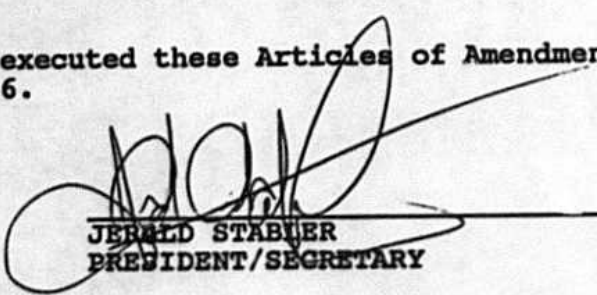
ARTICLE I. CORPORATE NAME

The name of this corporation is:

ATLANTIC TELECOMMUNICATION. SYSTEMS, INC.

3. The foregoing amendment was unanimously adopted by the sole Director of the Corporation on November 12, 1996 and was approved on November 12, 1996 by written consent of the sole Shareholder of the Corporation sufficient for the approval of the foregoing amendment.

IN WITNESS WHEREOF, I have executed these Articles of Amendment this 12th day of November, 1996.


JEROLD STABIER
PRESIDENT/SECRETARY

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of ATLANTIC ANSWERING SERVICE, INC., a corporation organized under the Laws of the State of Florida, filed on February 17, 1986, as shown by the records of this office.

The document number of this corporation is H99683.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
20th day of February, 1986.



CR2E022 (10-85)

George Firestone
Secretary of State

ARTICLES OF INCORPORATION

FILED

OF

1966 FEB 17 PM 2:45

ATLANTIC ANSWERING SERVICE, INC. TALLAHASSEE, FLORIDA

SECRETARY OF STATE

ARTICLE I

NAME

The name of this Corporation shall be ATLANTIC ANSWERING SERVICE, INC.

ARTICLE II

PURPOSE, POWERS AND NATURE OF BUSINESS

This corporation is hereby authorized to carry on all or any part of the several businesses enumerated in this Article II, and enumeration of such businesses expresses the purpose of this corporation, to wit:

To perform all functions and have all powers customarily associated with an answering service including the answering of telephones and taking and relaying messages, telephonically or by other means of communication for a fee and all business incidental thereto.

To manage, purchase or otherwise acquire and to hold, own, mortgage, pledge, rent, lease, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state or fair exposition.

To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same, and to erect, manage, care for and maintain, extend and alter buildings thereon, within or without the State of Florida.

To acquire the good will, rights and property and to undertake the whole or any part of the assets and the liabilities

Officers Powell, Tennyson & St. John, P.A.

of any person, firm, association or corporation, to pay for the same in cash, the stock of this corporation, bonds or otherwise, to hold, or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all of the powers necessary to or convenient in and about the conduct of such business, within or without the State of Florida.

To enter into, make or perform contracts of every kind for any lawful purpose, with any person, firm, association, or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof, within or without the State of Florida.

The objects and purposes specified herein shall be regarded as independent objects and purposes, and, except as otherwise expressed shall in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

In addition to any and all of the purposes, object and powers set forth above, this Corporation shall be authorized to conduct and engage in any lawful business and shall have all powers necessary and convenient to affect its purposes. The foregoing shall be construed both as objects and purposes and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred upon this Corporation by the laws of Florida.

ARTICLE III

DURATION

This Corporation shall have perpetual existence.

ARTICLE IV

CAPITAL STOCK

There will be only one class of stock in this Corporation.

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is one

thousand (1,000) shares of a par value of one dollar (\$1.00) per share.

ARTICLE V
PRINCIPAL OFFICE

The initial principal office and place of business of this Corporation shall be located at 3154 Okeechobee Blvd., West Palm Beach, Palm Beach County, Florida, with the privilege of establishing offices and places of business at other places in the United States of America or in the State of Florida or abroad. The permanent post office address of this Corporation shall be the same as the principal place of business set forth above.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 325-C Clematis Street, West Palm Beach, Palm Beach County, Florida 33401. The initial registered agent of the Corporation at the address is JOHN B. POWELL, IV.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) directors initially. The number of directors may be either increased or decreased from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1) nor more than five (5). The names and addresses of the initial directors of the Corporation are:

Jerold Stabler	11372 Torchwood Court West Palm Beach, FL.
Sidney Bernstein	3154 Okeechobee Blvd. Suite 2 F West Palm Beach, FL.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is JOHN B. POWELL, IV,

Law Offices Powell, Tennyson & St. John, P.A.

325-C Clematis Street, West Palm Beach, Palm Beach County,
Florida.

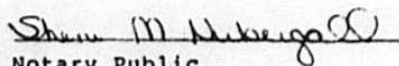
IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation this 31 day of January,
1986.


John B. Powell, IV

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, authorized to
take acknowledgements in the State of Florida and County of Palm
Beach, personally appeared JOHN B. POWELL, IV, known to me and
known by me to be the person who executed the foregoing Articles
of Incorporation, and he has acknowledged before me that he has
executed these Articles of Incorporation.

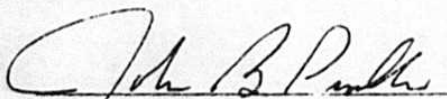
IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in the State and County aforesaid, this
31st day of January, 1986.


Notary Public
My Commission Expires:

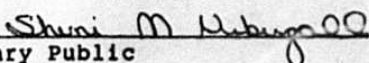
Notary Public, State Of Florida At Large
My Commission Expires Jan 10, 1988
Florida Notary Public Commission Expires 1/10/88

ACCEPTANCE OF REGISTERED AGENT

I the undersigned, hereby accept the designation of Registered Agent for service of process of ATLANTIC ANSWERING SERVICE, INC.


John F. Powell, IV Esquire

Sworn to and subscribed before me
this 31 day of January, 1986.


Notary Public

My Commission Expires:

Notary Public, State Of Florida At Large
My Commission Expires Jan. 10, 1988
Bonded By S&M LCO Insurance Company of America

FILED
1986 FEB 17 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA