

DEPOSIT

DATE

ATTACHMENT B

D715 - FEB 23 1998

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

1. LEGAL NAME OF THE APPLICANT BEACON SERVICE STATION INC

9780361-70

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS BEACON

SERVICE STATION INC

3. ADDRESS OF THE APPLICANT(S)

STREET 8399 N.W. 12 St

CITY Miami, FLORIDA 33126

STATE & ZIP CODE FLORIDA 33126

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 N/A

ADDRESS _____

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FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

D DOING BUSINESS UNDER A FICTITIOUS NAME

DOCUMENTATION: Attach proof that a fictitious name(s) has been registered with the Florida Secretary of States Office

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

NAME: Jerry Ordonez

TITLE: President

PHONE: (305) 471-0501

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 CANCELED 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

N/A

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

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

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

N/A

9. PLEASE INDICATE IF ANY OFFICERS OF THE CORPORATION PARTNERSHIP OR INDIVIDUAL APPLICANT HAVE BEEN ADJUDGED BANKRUPT MENTALLY INCOMPETENT, OR FOUND GUILTY OF ANY FELONY OR OF ANY CRIME, OR WHETHER SUCH ACTIONS MAY RESULT FROM PENDING PROCEEDINGS

No

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10. PLEASE CHECK THE SERVICES THAT WILL BE PROVIDED

LOCAL	<input checked="" type="checkbox"/>
LONG DISTANCE	<input checked="" type="checkbox"/>
COIN	<input checked="" type="checkbox"/>
CALLING CARD	<input checked="" type="checkbox"/>
CREDIT CARD	<input checked="" type="checkbox"/>
OTHER, DESCRIBE	_____

11. PROPOSED NUMBER OF PAY TELEPHONE INSTRUMENTS THE APPLICANT PLANS TO PLACE IN THE FIRST YEAR 3

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

PERSONALLY	
FULL-TIME TECHNICIAN	
PART-TIME TECHNICIAN	
SERVICE/REPAIR/MAINTENANCE CONTRACT	<input checked="" type="checkbox"/>
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+0 950-XXXX, AND 1-800? (See Rule 25.24.515(6) F.A.C.

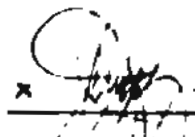
Yes

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

- 14 WILL EACH OF THE PAY TELEPHONES WHICH YOU PLAN TO INSTALL CONFORM TO SUBSECTIONS 4 29 2 - 4 29 4 and - 4 29 8 OF THE AMERICAN NATIONAL STANDARD SPECIFICATIONS FOR MAKING BUILDINGS AND FACILITIES ACCESSIBLE AND USABLE BY PHYSICALLY HANDICAPPED PEOPLE (ATTACHMENT F ANSI STANDARDS) (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: 2/17/98

APPLICANT ACKNOWLEDGMENT

Applicant BEACON SERVICE STATION 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: President _____

Date: 2/17/98 _____

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 BEACON SHELL, INC., a Florida corporation, filed on February 12, 1993, as shown by the records of this office.

The document number of this corporation is P93000010952.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
twelfth day of February, 1993



Jim Smith
Secretary of State

**MINUTES OF SPECIAL MEETING
OF THE SHAREHOLDERS, DIRECTORS AND OFFICERS
OF
BEACON SERVICE STATION, INC.**

A special meeting of the above named corporation was held at the corporate offices on September 29, 1994, at nine o'clock A.M.

ISRAEL ORDOÑEZ called the shareholders' meeting to order.

On a motion duly made, seconded and carried JERRY ORDOÑEZ, was elected chairman of the meeting and accepted his respective office.

The chairman then noted that this was a special meeting called by the directors of the above named corporation Pursuant the Bylaws of said corporation for the purpose of electing directors and such other business as may be brought before the shareholders at said meeting.

The secretary of the above named corporation was recognized and reported the notice requirements pursuant to the Bylaws of the above named corporation had been complied with.

Present was JERRY ORDOÑEZ sole director of the corporation.

NOW BE IT RESOLVED that the corporation accepts the resignation of ISRAEL ORDOÑEZ as President and Vice President of the corporation and JERRY ORDOÑEZ as director to take effect immediately.

The Board of Directors unanimously adopted the resolution.

The chairman then opened the floor for nominations for directors of the corporation. The following person was nominated for sole director: ISRAEL ORDOÑEZ

Upon the vote of those shareholders present at the meeting and in accordance with Article I, Section 6, 7 and 8 of the Bylaws of the above named corporation, the following persons were elected as officers: JERRY ORDOÑEZ, President, and HERIBERTA ORDOÑEZ,

Secretary/Treasurer

Upon motion duly made, seconded and carried, the secretary was directed to spread upon the shareholder meeting minutes at length in the minute book.

There being no further business requiring shareholder action or consideration, and upon motion duly made, seconded and carried, the meeting was adjourned.

DATED: Sept. 29, 1994

Veronica Adams
Secretary of the Meeting

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BEACON SHELL, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Corporation name change from BEACON SHELL, INC.
to BEACON SERVICE STATION, INC., a Florida corp.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: _____

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by Israel Ordonez, President,
(voting group)

(continued)

Signed this 13 day of February, 1973.

By _____

(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(A director or incorporator if adopted by the directors or incorporators)

ISRAEL ORDONEZ

(Typed or printed name)

President of Beacon Shell, Inc.

(Title)

**ARTICLES OF INCORPORATION
OF
BEACON SHELL, INC.**

The undersigned being natural person (s), for the purpose of becoming a corporation under the laws of the State of Florida, and under the laws of the State of Florida, and under the provisions of the Florida Corporation Act and hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is BEACON SHELL, INC.

ARTICLE II

The general nature of the business to be conducted and carried on by this Corporation is:

A. To engage in all phases of work regarding:

Self service, service station

B. To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida.

C. The enumeration of the foregoing business shall not restrict any other lawful business of the Corporation.

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ARTICLE III

The corporation shall have the right to do any of the following:

1. To enter into, and perform any contract or transaction whose terms are fair and reasonable with any person, firm or business.

2. To purchase, receive or otherwise acquire, hold, own, pledge, or grant a security interest in, transfer or otherwise dispose of its own shares.

3. To maintain the books of the Corporation in any manner authorized by law.

ARTICLE IV

A. The stockholders are authorized to issue and have outstanding at any time 100 shares of common stock with a par value of \$1.00 per share.

B. The Stockholders are authorized to enter into Voting, Trusts, Voting Agreements or any similar agreements affecting the stockholder's ability and right to vote which agreement (s) shall be binding.

C. Any meeting of the Stockholders or Directors may be held within or without the State of Florida, at such place as the ByLaws of the Corporation may designate.

ARTICLE V

The amount of capital which this Corporation shall begin business with shall be Five Hundred and No/100 Dollars (\$500.00).

ARTICLE VI

The Corporation shall commence business on the 8th day of February 1993 and its continued existence shall be perpetual

ARTICLE VII

The name and address of the initial registered agent and registered office of this Corporation is:

Registered Agent:

Israel B. Ordonez
1868 S.W. 10th Street
Miami, Florida 33135

The initial business office address of the Corporation is:

1868 S.W. 10th Street
Miami, Florida 33135

This Corporation may change the address of the business offices to any other address in Florida, and shall have the right and power to transact business and establish offices outside the State of Florida, and in foreign countries.

ARTICLE VIII

The Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased in accordance with the provisions of the ByLaws adopted by the Stockholders. The Corporation shall never have less than one Director.

A. The Board of Directors is expressly authorized to do any of the following:

1. To create, amend or repeal the Bylaws of the

Corporation.

2. To amend or repeal these Articles of Incorporation in any manner provided by law. Every amendment shall be approved by a majority of the Board of Directors and upon approval shall be passed if the shareholders by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote, or all of the shareholders by written consent, have approved the amendment.

3. To enter into and execute contracts, mortgages, promissory notes and any other type of written instrument affecting the real and personal property of the Corporation.

4. To create out of any funds of the Corporation available for dividends, a reserve or reserves for any purpose.

5. To sell, lease or exchange all of the property and assets of the Corporation, upon such terms and conditions, as the Board of Directors shall deem fair, reasonable and in the best interests of the Corporation.

6. To enter into any contract or transaction between the Corporation and any other entity whether or not any of the Directors or Officers of this Corporation is a member, stockholder, director or officer of such other entity; has ownership or equitable interest in the real or personal property involved in the transaction; or is in any other way interested in such other entity.

BEFORE ME, the undersigned authority, personally appeared ISRAEL B. ORDONEZ known to me to be the person(s) who executed the foregoing Articles of Incorporation of BEACON SHELL, INC. and he acknowledged that he executed these Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and seal this 8 day of February, 1997.

Helis J. Abraham
NOTARY PUBLIC STATE OF FLORIDA
OFFICE OF THE NOTARY PUBLIC
STATE OF FLORIDA

S E A L

**CERTIFICATE DESIGNATION REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, we are hereby submitting the following designation and acceptance:

DESIGNATION

I, ISRAEL B. ORDONEZ, the Incorporator for BEACON SHELL, INC. hereby designate ISRAEL B. ORDONEZ, as its registered agent whose office address is 1868 S.W. 10th Street, Miami, Florida 33135.

ACCEPTANCE

Having been named as registered agent for the above corporation, I hereby agree to act in this capacity for such Corporation.

~~ISRAEL B. ORDONEZ~~

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DATE

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0715 FEB 23 1993

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STATE & ZIP CODE FLORIDA 33126

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BEACON SERVICE STATION, INC.
8399 N.W. 12TH STREET
MIAMI, FL 33126
305-471-0801

6575

63 398 670
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(1)

PAY
To The Order
Of

One hundred

DOLLARS \$ 100.00

FLORIDA Public Service Commission

Barnett
5175 N
2025 N.W. 87th Avenue
Miami, Florida 33177

Handwritten signature