

481622-7C

DEPOSIT

DATE

ATTACHMENT B

D084 NOV 17 1998

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

1. LEGAL NAME OF THE APPLICANT SERGE MARCELLUS

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS DOUBLE M MART INC

3. ADDRESS OF THE APPLICANT(S)
STREET 649 FLORIDIAN DR
CITY KISSIMMEE
STATE & ZIP CODE FLORIDA 34758

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 _____

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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: Serge or Violette Marcellus
TITLE: President & Vice President
PHONE: 941 293 - 2399

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

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B. HAS APPLICATIONS PENDING TO BE CERTIFICATED AS A PAY TELEPHONE PROVIDER. *No*

C. HAS BEEN DENIED AUTHORITY TO OPERATE AS A PAY TELEPHONE PROVIDER. EXPLAIN CIRCUMSTANCES. *No*

D. HAS HAD REGULATORY PENALTIES IMPOSED FOR VIOLATIONS OF TELECOMMUNICATIONS STATUTES, EXPLAIN CIRCUMSTANCES. *No*

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 type="checkbox"/> |
| CREDIT CARD | <input checked="" type="checkbox"/> |
| OTHER, DESCRIBE | <input type="checkbox"/> _____ |
-

11. PROPOSED NUMBER OF PAY TELEPHONE INSTRUMENTS THE APPLICANT PLANS TO PLACE IN THE FIRST YEAR: 2

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

- | | |
|-------------------------------------|-------------------------------------|
| PERSONALLY | <input type="checkbox"/> |
| FULL-TIME TECHNICIAN | <input type="checkbox"/> |
| PART-TIME TECHNICIAN | <input type="checkbox"/> |
| SERVICE/REPAIR/MAINTENANCE CONTRACT | <input checked="" type="checkbox"/> |
| OTHER DESCRIBE | <input type="checkbox"/> |
-
-
-

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

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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: 8-24-98

APPLICANT ACKNOWLEDGMENT

Applicant Seize MARTINEZ

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

Signature: Seize Martinez
Title: President
Date: 8-24-98

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.

ARTICLES OF INCORPORATION

FILED

OF

95 JUL 21 AM 11:26

DOUBLE M MART, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be DOUBLE M MART, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general nature of the business to be transacted by this corporation or the objects or purposes of the corporation shall be as follows:

A. To establish, maintain, conduct, and operate food markets, grocery stores, bakeries, and stores of every kind, nature, and description; to purchase, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute, and otherwise generally deal in any and all articles of food, food products, household products, groceries, dairy products, wines, liquors, beverages of all kind, meat and meat products, vegetables and vegetable products, provisions, produce, poultry, fish, game, and food supplies of all kind, both at wholesale and retail, and acquire, construct, maintain, operate,

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JUL 21 1995
TALLAHASSEE, FLORIDA

buy, sell, and deal in stores selling such goods, wares, and merchandise; to acquire, construct, establish, maintain, operate, or sell or dispose of factories, plants, warehouses, dairy plants, creameries, machinery and equipment, markets, stores, depots, and gathering and delivery routes and systems for such purposes;

B. To engage in the business of a gasoline service station. To import, buy, or otherwise acquire, own, hold, use, export, sell, or otherwise dispose of, gasoline, kerosene, lubricating oils and greases, antifreezes, tires, batteries, and all other supplies and accessories necessary or convenient for servicing automobiles and other vehicles and automotive equipment, and generally to do all things customarily done by gasoline service stations, including, without limitation, servicing, repairing, lubricating, washing, waxing, and polishing automobiles and other vehicles;

C. To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this corporation;

D. To engage generally in real estate acquisition, construction investments, and any and all businesses and matters incidental to or connected with the foregoing in any manner or way whatsoever;

E. To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform;

F. To manufacture, purchase or otherwise acquire; to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise and real and personal property of every class and description;

G. To purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary to incidental or proper to the exercise of any and all of the aforesaid purposes of the corporation;

H. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporation rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

I. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the share of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations; and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

J. To purchase, sell and transfer shares of its own capital stock;

K. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interest therein and thereunder;

L. In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of the State of Florida; and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumerated or special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The street address of the principal office of this corporation is 128 Avenue T, N.E., Winter Haven, Florida, and the name and address of the initial registered agent is SERGE MARCELLUS, 128 Avenue T, N.E., Winter Haven, FL 33881.

ARTICLE VI

There shall be a board of directors for this corporation which shall consist of not less than one and not more than nine members, the number of the same to be fixed by the stockholders or

by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

The names and addresses of the members of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the stockholders for the election of permanent directors or until their successors have been duly elected and qualified are:

Serge Marcellus	128 Avenue T, N.E. Winter Haven, FL 33881
Violette Marcellus	128 Avenue T, N.E. Winter Haven, FL 33881

ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

Serge Marcellus	128 Avenue T, N.E. Winter Haven, FL 33881
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ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm as so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation or member of such firm or not so interested.

ARTICLE X

A. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation; provided, however, that any By-Laws are amended thereto as adopted by the Board of Directors, may be altered, amended or repealed by vote of two thirds of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No By-Law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or

repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

B. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or the United States.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the remaining shareholders in proportion to their pro rata ownership of the corporation. In the event of a proposed sale, the

price offered to the remaining stockholders shall be the same price and terms offered to the prospective purchaser. In the event of assignment, pledge, encumbrance or other disposition, the price offered to the remaining stockholders shall be the net asset value thereof. Such offer shall be in writing, signed by the stockholder, shall be sent by registered or certified mail to the remaining stockholders, shall remain open for acceptance by the remaining stockholders for a period of fifteen days from the date of mailing. If the remaining stockholders fail or refuse within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes stated therein.


SERGE MARCELLUS

STATE OF FLORIDA

COUNTY OF POLK

Before me, the undersigned authority, on this 17 day of July, 1995, personally appeared SERGE MARCELLUS, to me well known to be the person described in and who acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this date aforesaid.

Carolyn L. Harmon
NOTARY PUBLIC

S E A L

My commission expires



CAROLYN L. HARMON
MY COMMISSION # CC374929 EXPIRES
May 20, 1998
BONDED THRU TROY FAIR INSURANCE INC

STATE OF FLORIDA
OFFICE OF THE SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors

In pursuant of Chapter 47.34, Florida Statutes, the following is submitted in compliance with said Act:

That DOUBLE M MART, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at , has named SERGE MARCELLUS as its agent to accept service of process within this State.

<u>OFFICERS</u>	<u>ADDRESS</u>
Serge Marcellus - President	128 Avenue T, N.E. Winter Haven, FL 33881
Violette Marcellus - Vice President	128 Avenue T, N.E. Winter Haven, FL 33881

<u>DIRECTORS</u>	<u>ADDRESS</u>
Serge Marcellus	128 Avenue T, N.E. Winter Haven, FL 33881
Violette Marcellus	128 Avenue T, N.E. Winter Haven, FL 33881

DOUBLE M MART, INC.

By: _____

SERGE MARCELLUS, President

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keep open said office.

SERGE MARCELLUS, Registered Agent

FILED
95 JUL 26 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

981622-77

DEPOSIT

DATE

ATTACHMENT B

D034 +

NOV 17 1998

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

1. LEGAL NAME OF THE APPLICANT SERGE Marcelus

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS Double M Mart, Inc.

3. ADDRESS OF THE APPLICANT(S)
STREET 649 Floridian dr
CITY Kissimmee
STATE & ZIP CODE Florida 34758

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.

DOCUMENT NUMBER-DATE
1287 | NOV 17 98
FPSC-RECORDS/REPORTING

Look for blue background on the front of this check, and the ultraSafe logo on back. If not present, do not cash.

941-293-2399

2519

DOUBLE M.

128 AVE. T.N.E.

WINTER HAVEN, FL 33881

DATE 8-26-98

63-27/631 40

PAY TO THE ORDER OF

Division of Communications \$ 100.00
One hundred 00 DOLLARS

NationsBank
NationsBank, N.A.
Florida

FOR pay phone application.

Violette Marcelus